

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

[X] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person(1)			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
Barford	David	G.	Charter Communications, Inc. - CHTR		Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		X Officer (give title below)	
c/o Charter Communications, Inc.			4. Statement for Month/Year		----- Other (specify below)	
(Street)			September, 2001		Executive Vice President and Chief Operating Officer	
12405 Powerscourt Drive			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check applicable line)	
(City)	(State)	(Zip)			X Form Filed by One Reporting Person	
St. Louis	MO	63131			-- Form Filed by More than One Reporting Person	

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/28/01	A		50,000 (1)	A		52,500	I	By Self as Trustee for the David G. Barford Revocable Trust dated October 1, 1999

(1) Restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan. 25% (12,500) of the shares vested immediately on September 28, 2001. The remainder vest in 36 equal monthly installments commencing November 1, 2002, conditioned upon the grantee's continuous employment with Charter Communications, Inc.

FORM 4  
 (CONTINUED)  
 TABLE II --  
 DERIVATIVE  
 SECURITIES  
 ACQUIRED,  
 DISPOSED OF,  
 OR  
 BENEFICIALLY  
 OWNED (E.G.,  
 PUTS, CALLS,  
 WARRANTS,  
 OPTIONS,  
 CONVERTIBLE  
 SECURITIES)

-----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----

1. Title of  
 Derivative |  
 2. Conver-  
 |3. Trans-  
 |4. Trans-  
 |5. Number  
 of |6. Date  
 Exer- |7.  
 Title and  
 Amount |8.  
 Price  
 Security |  
 sion or |  
 action |  
 action |  
 Derivative |  
 cisable and  
 | of  
 Underlying |  
 of (Instr.  
 3) |  
 Exercise |  
 Date | Code  
 | Securities  
 Ac- |  
 Expiration |  
 Securities |  
 Deriv- |  
 Price of |  
 (Month/ |  
 (Instr. 8)|  
 quired (A)  
 or | Date |  
 (Instr. 3  
 and 4) |  
 ative |  
 Deriv- |  
 Day/ | |  
 Disposed of  
 (D)|  
 (Month/Day/  
 | | Secur- |  
 ative |  
 Year) | |  
 (Instr. 3,  
 4, | Year) |  
 | ity |  
 Security | |  
 | and 5) | |  
 | (Instr. 5)  
 | | | | |  
 -----  
 -----  
 -----

-----  
 | | | |  
 |Date  
 |Expira- | |  
 Amount or |  
 | | |-----  
 -----  
 |Exer- |tion  
 | Title |  
 Number of |  
 | | | Code  
 |V | (A) |  
 (D)  
 |cisable|Date  
 | | Shares |





to the reporting person pursuant to the 2001 Stock Incentive Plan. 25% (187,500) of the options vested immediately on September 28, 2001.

The remainder vest in 36 equal monthly installments commencing November 1, 2002. /s/ David G. Barford  
10/5/01 -----  
-----  
-----

\*\*Signature of Reporting Person Date\*\*

Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
Note File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number. Page 2

(Print or Type Responses)