

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): November 1, 2001

CHARTER COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

(Commission File Number)

43-1857213

(Federal Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri

(Address of Principal Executive Offices)

63131
(Zip Code)

(Registrant's telephone number, including area code) (314) 965-0555

ITEM 5. OTHER ITEMS.

On November 1, 2001, Charter Communications, Inc. announced 2001 third quarter financial results. A copy of the press release is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS.

99.1 Press release dated November 1, 2001. *

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
Registrant

Dated: November 1, 2001

By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Executive Vice President and Chief
Financial Officer (Principal Financial
Officer and Principal Accounting Officer)

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	Press release dated November 1, 2001.

[CHARTER COMMUNICATIONS LOGO/NEWS BANNER]

FOR RELEASE: 7:00 A.M. CT THURSDAY, NOV. 1, 2001

CHARTER COMMUNICATIONS REPORTS STRONG THIRD QUARTER
ADVANCED SERVICES GROWTH

Company Continues to Pace the Industry with Internal Customer Growth

ST. LOUIS - Charter Communications, Inc. (Nasdaq: CHTR) today reported double-digit revenue and operating cash flow growth for the third quarter of 2001 resulting from continued consumer demand for broadband services. These results were highlighted by the addition of a record number of new cable modem customers during the third quarter.

Demand for Advanced Services Remains Strong

As of Sept. 30, 2001, Charter Digital Cable(TM) customers totaled 1,951,200. Third quarter weekly additions were higher than second quarter, averaging 19,400 per week. "Despite the weakening economy, Charter continues to experience strong demand for its digital video service," said Carl Vogel, President and CEO. "The addition of advanced broadband products like video on demand (VOD) and Wink's Enhanced Broadcasting service continue to enhance customer satisfaction and provide the glue necessary to retain digital customers," he said.

"Our target is to end the year 2001 with more than 2,150,000 digital cable customers," he continued. "The effective sales and marketing initiatives we're undertaking to grow our digital customer base provide a foundation for continued revenue and cash flow growth as enhanced services are added to the digital video platform. I'm confident we'll end the year with over 30% digital penetration of our basic customer base."

Charter continues to lead the industry in the roll-out of VOD technology. With recent launches in Glendale, Calif. and Birmingham, Ala., Charter now provides VOD technology in 10 markets, including the suburbs of Atlanta; the Pasadena and Long Beach areas of Los Angeles; St. Louis; Fort Worth; the Greenville-Spartanburg, S. C. area; Hickory, N. C.; and Slidell, La. Mr. Vogel said Charter expects to pass some 2,200,000 million homes by the end of 2001 with VOD service.

Two-way high-speed data service was available to 56% of Charter's homes passed as of Sept. 30, 2001. As of that date, Charter served 545,900 data customers, having added more than 102,000 Charter Pipeline(TM) customers during the third quarter. "We added nearly 30% more data customers during the third quarter than we did during the second," Mr. Vogel said. "We're focused on increasing our data penetration as we continue to rebuild and upgrade with an advanced two-way architecture. Customers who buy both our video and data service tend to be more satisfied and are less likely to churn." Charter expects to end the year with over 630,000 data customers.

"We're effectively competing against digital subscriber line (DSL) service, despite false and misleading advertising campaigns by the DSL competition," Mr. Vogel said. In response to a suit filed by Charter, a Federal judge recently issued a preliminary injunction ordering Southwestern Bell to refrain from false and misleading advertising about cable modem service. "The decision clearly discredits Southwestern Bell's claim that its DSL service offers some technological advantage over cable modem service. It's just not the case," continued Mr. Vogel. "Certain DSL providers have recently scaled back plans to provide service deeper into their networks, which is clearly an indication that cable modem service provides a competitive threat to DSL providers," Mr. Vogel said.

Third Quarter Financial Highlights

For the third quarter of 2001, revenue increased more than 13% to \$1.04 billion, and operating cash flow increased more than 10% to \$467.5 million compared to pro forma results for the third quarter of 2000. Charter continued to pace the industry with internal customer growth of 1.1% compared to pro forma third quarter of 2000 for a total of 6,970,100 customers. "Basic customer growth has slowed after a planned reduction in discounting and basic service marketing efforts, part of a previously announced strategic shift of focus to advanced services that will better enhance operating cash flow growth. This focus is starting to pay off, as evidenced by our impressive advanced services growth. I'm especially proud of the men and women of Charter for their perseverance in these challenging times," Mr. Vogel said.

Outlook

Due to current economic factors, Charter has lowered its guidance for fourth quarter and year 2001 revenue and operating cash flow growth. Revenue growth for the year is expected to be in the 12.5% to 13.5% range, and operating cash flow growth between 10% and 11%. Charter expects to remain among industry leaders in internal customer growth for the year 2001 with approximately 1% growth. "I'm confident in our business for the long run. As the economy and consumer confidence slows, we may experience some pressure in the short term, but as we stay the course, I'm optimistic that revenue and operating cash flow growth rates will remain strong for the remainder of this and future years," Mr. Vogel said.

About Charter Communications

Charter Communications, a Wired World(TM) company, is among the nation's largest broadband communications companies, currently serving some 7 million customers in 40 states. Charter provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform marketed under the Charter Digital Cable(TM) brand and high-speed Internet access via Charter Pipeline(TM). Commercial high-speed data, video and Internet solutions are provided under the Charter Business Networks(TM) brand. Advertising sales and production services are sold under the Charter Media(TM) brand.

A Fortune 500 company, Charter is the 2001 recipient of the Outstanding Corporate Growth Award from the Association for Corporate Growth, the 2001 R.E. "Ted" Turner Innovator of the Year Award from the Southern Cable Telecommunications Association, and the 2000 Innovator Award for Technology from Cablevision Magazine.

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More information about Charter can be found at www.charter.com.

Detailed financial information is included in the attached addendum.

Charter will conduct a conference call to discuss their operating results on Thursday, November 1, 2001, at 11:00 AM Eastern Time. The call will be available live via webcast at www.charter.com. The call will be available on the "Investor Center" portion of the website, via "About Us." Participants should go to the call link at least 10 minutes prior to the start time to register. The call will be archived on the website.

Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission.

CHARTER COMMUNICATIONS, INC.
 UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
 (DOLLARS IN THOUSANDS, EXCEPT SHARE DATA)

	THREE MONTHS ENDED SEPTEMBER 30,		
	ACTUAL 2001 -----	ACTUAL 2000 -----	PRO FORMA 2000 (A) -----
REVENUES:			
Analog video	\$ 730,267	\$ 637,660	\$ 700,907
Digital video	86,271	25,109	28,986
Cable modem	43,917	13,178	16,432
Advertising sales	83,833	67,416	73,759
Other	99,556	95,598	102,114
	-----	-----	-----
Total revenues	1,043,844	838,961	922,198
	-----	-----	-----
OPERATING EXPENSES:			
General, administrative and service	227,980	191,806	216,021
Analog video programming	237,329	180,920	204,505
Digital video	31,161	9,957	10,128
Cable modem	28,862	11,737	13,964
Advertising sales	17,177	15,246	17,356
Marketing	18,779	16,355	18,402
Corporate expenses	15,014	14,055	17,599
	-----	-----	-----
Total operating expenses	576,302	440,076	497,975
	-----	-----	-----
Operating cash flow	467,542	398,885	424,223
Depreciation	429,656	312,886	324,092
Amortization	345,782	315,220	348,281
Option compensation expense	(57,083)	8,116	8,116
Interest, net	340,308	282,676	338,869
Other, net	88,917	3,451	3,659
	-----	-----	-----
	(680,038)	(523,464)	(598,794)
Minority interest	362,611	313,447	319,251
	-----	-----	-----
Net loss	(317,427)	(210,017)	(279,543)
Accretion of preferred stock dividends	(243)	--	--
	-----	-----	-----
Net loss applicable to common stock	\$ (317,670)	\$ (210,017)	\$ (279,543)
	=====	=====	=====
Basic and diluted loss per share	\$ (1.08)	\$ (0.93)	\$ (0.95)
	=====	=====	=====
Weighted average common shares outstanding	294,250,549	224,965,289	293,538,072
	=====	=====	=====

(a) The pro forma results reflect all acquisitions and dispositions of cable systems closed during 2000 and 2001 and borrowings under the Charter Holdings senior bridge loan facility, issuance of the October 2000 senior convertible notes, issuance of the January 2001 Charter Holdings notes, issuance of the May 2001 Charter Holdings notes, issuance of 60,247,350 shares of common stock in May 2001, issuance of the May 2001 senior convertible notes and application of the proceeds from all such borrowings to repay portions of other notes and credit facilities.

Addendum to Charter Communications
 Three Months Ended September 30, 2001 Earnings Release

CHARTER COMMUNICATIONS, INC.
UNAUDITED SUMMARY OF OPERATING STATISTICS

CABLE TELEVISION -----	ACTUAL ----- SEPTEMBER 30, 2001 ----	PRO FORMA ----- DECEMBER 31, 2000 (A) -----	PRO FORMA ----- SEPTEMBER 30, 2000 (A) -----
Homes Passed	11,485,900	11,291,800	11,224,800
Basic Customers	6,970,100	6,925,400	6,897,000
Basic Penetration	60.7%	61.3%	61.4%
Premium Units	6,050,500	5,515,400	5,006,200
Premium Penetration	86.8%	79.6%	72.6%
Average Monthly Revenue per Basic Customer (quarter)	\$ 49.92	\$ 46.88	\$ 44.57

DIGITAL VIDEO -----	ACTUAL ----- SEPTEMBER 30, 2001 ----	PRO FORMA ----- DECEMBER 31, 2000 (A) -----	PRO FORMA ----- SEPTEMBER 30, 2000 (A) -----
Digital Homes Passed	10,366,600	9,711,600	8,373,500
Customers	1,951,200	1,177,500	760,700
Penetration of Digital Homes Passed	18.8%	12.1%	9.1%
Penetration of Basic Customers	28.0%	17.0%	11.0%
Digital Converters Deployed	2,611,000	1,470,500	939,600

DATA SERVICES -----	ACTUAL ----- SEPTEMBER 30, 2001 ----	PRO FORMA ----- DECEMBER 31, 2000 (A) -----	PRO FORMA ----- SEPTEMBER 30, 2000 (A) -----
Data Homes Passed	6,479,700	5,841,300	5,562,400
Cable Modem Customers	507,700	229,000	157,800
Dial-up Customers	38,200	42,000	42,300
Total Data Customers	545,900	271,000	200,100
Penetration	8.4%	4.6%	3.6%

OTHER STATISTICS -----	ACTUAL ----- SEPTEMBER 30, 2001 ----
Capital Expenditures (in 000's)	
For the three months ended	\$ 794,400
For the nine months ended	\$ 2,156,600
Book Value per Share	\$ 10.76

(a) The pro forma statistics reflect all acquisitions and dispositions of cable systems closed during 2000 and 2001 as of the periods indicated, including the Cable USA acquisition that closed in September 2001 that added approximately 30,600 basic customers, 500 digital customers, 800 cable modem customers, and 6,500 dial-up customers.

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Three Months Ended September 30, 2001 Earnings Release

CHARTER COMMUNICATIONS, INC.
 UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
 (DOLLARS IN THOUSANDS, EXCEPT SHARE DATA)

	PERIODS ENDED SEPTEMBER 30, 2001	
	THREE MONTHS	NINE MONTHS
REVENUES:		
Analog video	\$ 730,267	\$ 2,045,848
Digital video	86,271	210,009
Cable modem	43,917	101,933
Advertising sales	83,833	203,988
Other	99,556	284,338
Total revenues	1,043,844	2,846,116
OPERATING EXPENSES:		
General, administrative and service	227,980	617,396
Analog video programming	237,329	659,542
Digital video	31,161	75,851
Cable modem	28,862	66,948
Advertising sales	17,177	46,107
Marketing	18,779	54,019
Corporate expenses	15,014	42,728
Total operating expenses	576,302	1,562,591
Operating cash flow	467,542	1,283,525
Depreciation	429,656	1,191,694
Amortization	345,782	1,000,591
Option compensation expense	(57,083)(a)	(46,195)
Interest, net	340,308	965,958
Other, net	88,917(b)	172,825 (c)
	(680,038)	(2,001,348)
Minority interest	362,611	1,129,357
Net loss	(317,427)	(871,991)
Accretion of preferred stock dividends	(243)	(243)
Net loss applicable to common stock	\$ (317,670)	\$ (872,234)
Basic and diluted loss per share	\$ (1.08)	\$ (3.34)
Weighted average common shares outstanding	294,250,549	261,240,101

(a) Reflects the reversal of \$66.6 million of expense previously recorded in connection with approximately seven million options forfeited by our former President and Chief Executive Officer as part of his September 2001 separation agreement.

(b) Includes current period expense of \$72.4 million as a result of the application of SFAS 133 "Accounting for Derivative Instruments and Hedging Activities".

(c) Includes a \$23.9 million cumulative effect of a change in accounting principle and expense of \$109.0 million, as a result of the implementation and application of SFAS 133 "Accounting for Derivative Instruments and Hedging Activities".

Addendum to Charter Communications
 Three Months Ended September 30, 2001 Earnings Release

CHARTER COMMUNICATIONS, INC.
 UNAUDITED CONSOLIDATED BALANCE SHEET DATA
 (DOLLARS IN THOUSANDS)

	ACTUAL SEPTEMBER 30, 2001 -----	ACTUAL DECEMBER 31, 2000 -----
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 15,205	\$ 130,702
Accounts receivable, net of allowance for doubtful accounts	257,380	217,667
Receivable from related party	4,181	6,480
Prepaid expenses and other	77,076	77,719
	-----	-----
Total current assets	353,842	432,568
	-----	-----
Investment in Cable Properties:		
Property, plant and equipment, net	6,727,029	5,267,519
Franchises, net	17,503,324	17,068,702
	-----	-----
Total investment in cable properties	24,230,353	22,336,221
	-----	-----
Other assets	310,093	274,777
	-----	-----
	\$24,894,288	\$23,043,566
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 1,295,821	\$ 1,367,234
	-----	-----
Total current liabilities	1,295,821	1,367,234
	-----	-----
Long-term debt	15,654,739	13,060,455
Deferred management fees - related party	13,751	13,751
Other long-term liabilities	410,117	285,266
Minority interest	4,303,363	4,089,329
Redeemable securities	50,566	1,104,327
Shareholders' equity	3,165,931	3,123,204
	-----	-----
	\$24,894,288	\$23,043,566
	=====	=====

Addendum to Charter Communications
 Three Months Ended September 30, 2001 Earnings Release