

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>MARTIN PAUL E</u> (Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC</u> <u>12405 POWERSCOURT DRIVE</u> (Street) <u>ST. LOUIS MO 63131</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC</u> <u>/MO/ [CHTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Principal Accounting Off</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2004</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/25/2004		A		5,714	A	(1)	11,714	D	
Class A Common Stock	02/25/2004		A		1,500	A	(2)	13,214	D	
Class A Common Stock	02/25/2004		A		10,000	A	(3)	23,214	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$15.0313	02/25/2004		D			40,000	(4)	05/01/2010	Class A Common Stock	40,000	\$0	0	D	
Employee Stock Option (right to buy)	\$23.0938	02/25/2004		D			15,000	(5)	02/12/2011	Class A Common Stock	15,000	\$0	0	D	
Employee Stock Option (right to buy)	\$11.99	02/25/2004		D			50,000	(5)	09/28/2011	Class A Common Stock	50,000	\$0	0	D	

Explanation of Responses:

- On February 25, 2004, the issuer cancelled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on May 1, 2000. In exchange for the option, the reporting person received 5,714 shares of restricted stock, half of which will vest in three equal annual installments beginning on February 25, 2005, and the other half of which are performance shares that will vest based upon the issuer's achieving certain performance criteria over a three-year period. The grants of restricted stock were made under the issuer's 2001 Stock Incentive Plan, as amended.
- On February 25, 2004, the issuer cancelled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on February 12, 2001. In exchange for the option, the reporting person received 1,500 shares of restricted stock, half of which will vest in three equal annual installments beginning on February 25, 2005, and the other half of which are performance shares that will vest based upon the issuer's achieving certain performance criteria over a three-year period. The grants of restricted stock were made under the issuer's 2001 Stock Incentive Plan, as amended.
- On February 25, 2004, the issuer cancelled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on September 28, 2001. In exchange for the option, the reporting person received 10,000 shares of restricted stock, half of which will vest in three equal annual installments beginning on February 25, 2005, and the other half of which are performance shares that will vest based upon the issuer's achieving certain performance criteria over a three-year period. The grants of restricted stock were made under the issuer's 2001 Stock Incentive Plan, as amended.
- The cancelled option provided that 25% of it vested fifteen months from the date of grant with the remaining portion of the option vesting in equal installments over the following 45 months.
- The cancelled option provided that it would vest in four equal installments on the first four anniversaries of the grant date.

Remarks:

Paul E. Martin 02/26/2004
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** 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 is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.