

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Crestview Partners II GP, L.P.</u>  (Last) (First) (Middle) <u>C/O CRESTVIEW, L.L.C.</u> <u>667 MADISON AVENUE</u>  (Street) <u>NEW YORK NY 10065</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)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	05/01/2012		A		0 <sup>(1)</sup>	A	\$0	7,800,932 <sup>(2)</sup>	I	See Footnote <sup>(2)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
Crestview Partners II GP, L.P.  
 (Last) (First) (Middle)  
C/O CRESTVIEW, L.L.C.  
667 MADISON AVENUE  
 (Street)  
NEW YORK NY 10065  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ENCORE II, LLC  
 (Last) (First) (Middle)  
C/O CRESTVIEW, L.L.C.  
667 MADISON AVENUE  
 (Street)  
NEW YORK NY 10065  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CRESTVIEW PARTNERS II (TE) LP  
 (Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.  
667 MADISON AVENUE

(Street)  
NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

CRESTVIEW PARTNERS II LP

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.  
667 MADISON AVENUE

(Street)  
NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

CRESTVIEW OFFSHORE HOLDINGS II  
(CAYMAN) LP

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.  
667 MADISON AVENUE

(Street)  
NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Crestview Offshore Holdings II (892 Cayman),  
L.P.

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.  
667 MADISON AVENUE

(Street)  
NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

CRESTVIEW OFFSHORE HOLDINGS II (FF  
CAYMAN) LP

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.  
667 MADISON AVENUE

(Street)  
NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

CRESTVIEW PARTNERS II (FF) LP

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.  
667 MADISON AVENUE

(Street)  
NEW YORK NY 10065

(City)

(State)

(Zip)

**Explanation of Responses:**

1. See Exhibit 99.1 for text to footnote 1.
2. See Exhibit 99.1 for text to footnote 2.

**Remarks:**

CRESTVIEW, L.L.C., general  
partner of the Designated Filer,  
by /s/ Ross A. Oliver, Senior Counsel and Chief Compliance  
Officer

\*\* 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.**

**Joint Filer Information**

Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in two forms.

Footnote 1 to Form 4: On May 1, 2012, the issuer awarded 1,479 restricted shares of Class A Common Stock to Jeffrey Marcus in connection with his service as a director of the issuer, which will fully vest on the first anniversary of the date of grant. Mr. Marcus is a Partner of Crestview Advisors, L.L.C. and, in connection with the vesting of such shares, will assign all of his rights, title and interest in such shares to Crestview Advisors, L.L.C. Crestview Advisors, L.L.C. provides investment advisory and management services to certain of the reporting persons. Each reporting person disclaims beneficial ownership of such securities.

Footnote 2 to Form 4:

Encore, LLC and Encore II, LLC directly beneficially own 3,403,023 shares of Class A Common Stock and 7,800,932 shares of Class A Common Stock, respectively. Each of Crestview, L.L.C., Crestview Partners GP, L.P., Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Encore (ERISA), Ltd., Crestview Partners (ERISA), L.P. and Crestview Offshore Holdings (Cayman), L.P. may be deemed to have beneficial ownership of the 3,403,023 shares of Class A Common Stock directly owned by Encore, LLC. Each of Crestview, L.L.C., Crestview Partners II GP, L.P., Crestview Partners II, L.P., Crestview Partners II (FF), L.P., Crestview Partners II (TE), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P. may be deemed to have beneficial ownership of the 7,800,932 shares of Class A Common Stock directly owned by Encore II, LLC.

Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Encore (ERISA), Ltd. and Crestview Offshore Holdings (Cayman), L.P. are the members of Encore, LLC. Crestview Partners (ERISA), L.P. is the sole shareholder of Encore (ERISA), Ltd. Crestview Partners GP, L.P. is the general partner of Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Crestview Partners (ERISA), L.P. and Crestview Offshore Holdings (Cayman), L.P. Crestview Partners II GP, L.P. is the general partner of Crestview Partners II, L.P., Crestview Partners II (FF), L.P., Crestview Partners II (TE), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P., each of which is a member of Encore II, LLC. Crestview, L.L.C. is the general partner of Crestview Partners GP, L.P. and Crestview Partners II GP, L.P.

Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

Names of Joint Filers:

- (1) Crestview, L.L.C.
- (2) Encore, LLC
- (3) Crestview Partners (PF), L.P.
- (4) Crestview Holdings (TE), L.P.
- (5) Encore (ERISA), Ltd.
- (6) Crestview Partners (ERISA), L.P.
- (7) Crestview Offshore Holdings (Cayman), L.P.
- (8) Crestview Partners, L.P.
- (9) Encore II, LLC

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- (10) Crestview Partners II (FF), L.P.
- (11) Crestview Partners II (TE), L.P.
- (12) Crestview Offshore Holdings II (Cayman), L.P.
- (13) Crestview Offshore Holdings II (FF Cayman), L.P.
- (14) Crestview Offshore Holdings II (892 Cayman), L.P.
- (15) Crestview Partners II, L.P.

Address of Joint Filers: c/o Crestview, L.L.C.  
667 Madison Avenue, 10th Floor  
New York, NY 10065

Relationship of Joint Filers to Issuer: Director and 10% Owner

Issuer Name and Ticker or Trading Symbol: Charter Communications, Inc. (CHTR)

Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): 05/01/2012

Designated Filers: (1) Crestview Partners GP, L.P. and (2) Crestview Partners II GP, L.P.

Signature:

**Crestview, L.L.C.**

By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: Senior Counsel & Chief Compliance Officer

**Encore, LLC**

By: Crestview Partners, L.P., as member  
By: Crestview Partners GP, L.P. as general partner  
By: Crestview, L.L.C., as general partner  
By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: Senior Counsel & Chief Compliance Officer

**Crestview Partners, L.P.**

**Crestview Partners (PF), L.P.**

**Crestview Holdings (TE), L.P.**

**Crestview Partners (ERISA), L.P.**

**Crestview Offshore Holdings (Cayman), L.P.**

By: Crestview Partners GP, L.P. as general partner

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By: Crestview, L.L.C., as general partner  
By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: Senior Counsel & Chief Compliance Officer

**Crestview Partners GP, L.P.**

By: Crestview, L.L.C., as general partner  
By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: Senior Counsel & Chief Compliance Officer

**Encore (ERISA), Ltd.**

By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: Director

**Encore II, LLC**

By: Crestview Partners II, L.P., as member  
By: Crestview Partners II GP, L.P., as general partner  
By: Crestview, L.L.C., as general partner  
By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: Senior Counsel & Chief Compliance Officer

**Crestview Partners II, L.P.**

**Crestview Partners II (FF), L.P.**

**Crestview Partners II (TE), L.P.**

**Crestview Offshore Holdings II (Cayman), L.P.**

**Crestview Offshore Holdings II (FF Cayman), L.P.**

**Crestview Offshore Holdings II (892 Cayman), L.P.**

By: Crestview Partners II GP, L.P., as general partner  
By: Crestview, L.L.C., as general partner  
By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: Senior Counsel & Chief Compliance Officer

**Crestview Partners II GP, L.P.**

By: Crestview, L.L.C., as general partner  
By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: Senior Counsel & Chief Compliance Officer

Date: May 3, 2011