

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)

CHARTER COMMUNICATIONS, INC.
(Name of Subject Company (Issuer))

CHARTER COMMUNICATIONS, INC.
(Name of Filing Person (Issuer))

4.75% CONVERTIBLE SENIOR NOTES DUE 2006
5.75% CONVERTIBLE SENIOR NOTES DUE 2005
(Title of Classes of Securities)

16117MAC1
16117MAB3
16117MAA5
(CUSIP Numbers of Classes of Securities)

CURTIS S. SHAW, ESQ.
CHARTER COMMUNICATIONS, INC.
12405 POWERSCOURT DRIVE
ST. LOUIS, MISSOURI 63131
(314) 965-0555

(Name, Address, and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

Alvin G. Segel, Esq.
Irell & Manella LLP
1800 Avenue of the Stars, Suite 900
Los Angeles, California 90067
(310) 277-1010

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
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\$285,250,000	\$23,076.73

* For the purpose of calculating amount of filing fee only. The amount assumes that up to \$210,000,000 aggregate principal amount of 5.75% Convertible Senior Notes due 2005 are purchased at a price equal to \$825.00 per \$1,000 principal amount and up to \$140,000,000 aggregate principal amount of 4.75% Convertible Senior Notes due 2006 are purchased at a price equal to \$800.00 per \$1,000 principal amount.

** A filing fee of \$72,793.82 was previously paid.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO filed on July 11, 2003 the ("Schedule TO"), relating to the offers by Charter Communications, Inc., a Delaware corporation ("CCI"), to purchase for cash up to \$140,000,000 aggregate principal amount of its outstanding 4.75% Convertible Senior Notes due 2006 (the "4.75% Notes") at a purchase price equal to \$800.00 per \$1,000 in principal amount, plus accrued and unpaid interest thereon to, but not including, the date of purchase, and up to \$210,000,000 aggregate principal amount of its outstanding 5.75% Convertible Senior Notes due 2005 (the "5.75% Notes") at a purchase price equal to \$825.00 per \$1,000 in principal amount, plus accrued and unpaid interest thereon to, but not including, the date of purchase.

CCI has decreased the principal purchase amount of sought of the 4.75% Notes from \$506,000,000 to \$140,000,000, and decreased the principal purchase amount sought of the 5.75% Notes from \$600,000,000 to \$210,000,000. CCI has also extended the expiration time of the offers from 8:00 a.m., New York City time, August 8, 2003 to 12:00 midnight, New York City time, August 12, 2003. CCI's offers are being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 11, 2003 and the related Letter of Transmittal.

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended by adding the Press Release, dated July 30, 2003, as Exhibit (a)(1)(iv), filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Charter Communications, Inc.

By: /s/ Curtis S. Shaw

Name: Curtis S. Shaw
Title: Senior Vice President and General Counsel

Dated: July 30, 2003

INDEX TO EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
(a)(1)(i)	Offer to Purchase, dated July 11, 2003.*
(a)(1)(ii)	Form of Letter of Transmittal.*
(a)(1)(iii)	Guidelines to Form W-9. *
(a)(1)(iv)	Press Release, dated July 30, 2003. **
(a)(2)-(a)(4)	None.
(d)(1)(i)(A)	Charter Communications Holdings, LLC 1999 Option Plan (incorporated by reference to Exhibit 10.4 to Amendment No. 4 to the registration statement on Form S-4 of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation filed on July 22, 1999 (File No. 333-77499)).
(d)(1)(i)(B)	Assumption Agreement regarding Option Plan, dated as of May 25, 1999, by and between Charter Communications Holdings, LLC and Charter Communications Holding Company, LLC (incorporated by reference to Exhibit 10.13 to Amendment No. 6 to the registration statement on Form S-4 of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation filed on August 27, 1999 (File No. 333-77499)).
(d)(1)(i)(C)	Form of Amendment No. 1 to the Charter Communications Holdings, LLC 1999 Option Plan (incorporated by reference to Exhibit 10.10(c) to Amendment No. 4 to the registration statement on Form S-1 of Charter Communications, Inc. on November 1, 1999 (File No. 333-83887)).
(d)(1)(i)(D)	Amendment No. 2 to the Charter Communications Holdings, LLC 1999 Option Plan (incorporated by reference to Exhibit 10.4(c) to the annual report on Form 10-K filed by Charter Communications, Inc. on March 30, 2000 (File No. 000-27927)).
(d)(1)(i)(E)	Amendment No. 3 to the Charter Communications 1999 Option Plan (incorporated by reference to Exhibit 10.14(e) to the annual report on Form 10-K of Charter Communications, Inc. filed on March 29, 2002 (File No. 000-27927)).
(d)(1)(i)(F)	Amendment No. 4 to the Charter Communications 1999 Option Plan (incorporated by reference to Exhibit 10.10(f) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).

EXHIBIT NO.	DESCRIPTION
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(d)(1)(ii)(A)	Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.25 to the quarterly report on Form 10-Q filed by Charter Communications, Inc. on May 15, 2001 (File No. 000-27927)).
(d)(1)(ii)(B)	Amendment No. 1 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.11(b) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(1)(ii)(C)	Amendment No. 2 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to the quarterly report on Form 10-Q filed by Charter Communications, Inc. on November 14, 2001 (File No. 000-27927)).
(d)(1)(ii)(D)	Amendment No. 3 to the Charter Communications, Inc. 2001 Stock Incentive Plan effective January 2, 2002 (incorporated by reference to Exhibit 10.15(c) to the annual report on Form 10-K of Charter Communications, Inc. filed on March 29, 2002 (File No. 000-27927)).
(d)(1)(ii)(E)	Amendment No. 4 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.11(e) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(1)(ii)(F)	Amendment No. 5 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.11(f) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(2)	Form of Savoy Stock Option Agreement, dated November 8, 1999, between Vulcan Cable III, Paul G. Allen and William D. Savoy (incorporated by reference to Exhibit 10.15 to Amendment No. 3 to the Schedule 13D of Paul G. Allen filed on March 11, 2002 (File No. 005-57191)).
(d)(3)	Form of Registration Rights Agreement, dated as of November 12, 1999, by and among Charter Communications, Inc., Charter Investment, Inc., Vulcan Cable III Inc., Mr. Paul G. Allen, Mr. Jerald L. Kent, Mr. Howard L. Wood and Mr. Barry L. Babcock (incorporated by reference to Exhibit 10.14 to Amendment No. 3 to the registration statement on Form S-1 of Charter Communications, Inc. filed on October 18, 1999 (File No. 333-83887)).
(d)(4)	Accretion Put Agreement, dated as of November 12, 2001, between Paul G. Allen and each of Chatham Investments, LLLP (Kevin B. Allen), Jeffrey D. Bennis, Stephen E. Hatstrup, CRM I Limited Partnership

EXHIBIT NO.	DESCRIPTION
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LLLP, CRM II Limited Partnership, LLLP, Lucille Maun, Peter N. Smith, Monroe M. Rifkin, Bruce A. Rifkin, Stuart G. Rifkin, Ruth Rifkin Bennis, Rifkin Family Investment Company, L.L.L.P., Rifkin & Associates, Inc., and Rifkin Children's Trust III (incorporated by reference to Exhibit 10.17 to Amendment No. 3 to the Schedule 13D of Paul G. Allen filed on March 11, 2002 (File No. 005-57191)).

(d)(5) Put Agreement, dated as of November 12, 2001, between Paul G. Allen and each of Falcon Holding Group, Inc., Falcon Cable Trust, Nathanson Family Trust, Blackhawk Holding Company, Inc., Advance Company, Ltd., Advance TV of California, Inc., and Greg Nathanson (incorporated by reference to Exhibit 10.18 to Amendment No. 3 to the Schedule 13D of Paul G. Allen filed on March 11, 2002 (File No. 005-57191)).

(d)(6) Form of Exchange Agreement, dated as of November 12, 1999 by and among Charter Investment, Inc., Charter Communications, Inc., Vulcan Cable III Inc. and Paul G. Allen (incorporated by reference to Exhibit 10.13 to Amendment No. 3 to the registration statement on Form S-1 of CCI filed on October 18, 1999 (File No. 333-83887)).

(g) None.

(h) None.

* Previously filed.

** Filed herewith.

PRESS RELEASE

CHARTER COMMUNICATIONS, INC. AND CHARTER COMMUNICATIONS HOLDINGS, LLC
AMEND TENDER OFFERS TO MODIFY PRINCIPAL AMOUNT OF NOTES TENDERED FOR AND
EXTEND TENDER OFFERS UNTIL AUGUST 12, 2003

ST. LOUIS-- (Business Wire)-- July 30, 2003-- Charter Communications, Inc. (NASDAQ: CHTR - News) announced today that it (the "Company" or "CCI") and its indirect subsidiary, Charter Communications Holdings, LLC ("Holdings"), have amended their previously announced cash tender offers for a portion of the Company's convertible senior notes and a portion of Holdings' senior notes and senior discount notes to increase the aggregate principal amount of each series of Holdings' senior notes and senior discount notes being tendered for, to decrease the aggregate principal amount of each series of CCI convertible senior notes being tendered for and to extend the expiration time of the offers. As previously announced, the Company intends to fund the tender offers and its proposed paydown of up to approximately \$500 million of indebtedness under its subsidiaries' bank credit facilities through a \$1.7 billion financing by subsidiaries of the Company. The tender offer consideration for each \$1,000 principal amount (or principal amount at maturity, in the case of senior discount notes) in each of the offers remains unchanged.

CCI TENDER OFFERS

CCI's tender offers relate to both series of its convertible senior notes (the "CCI Notes"). As amended, CCI is now offering to acquire up to \$210 million of the outstanding principal amount of its 5.75% Convertible Senior Notes due 2005 and \$140 million of the outstanding principal amount of its 4.75% Convertible Senior Notes due 2006. To the extent that either offer is undersubscribed, CCI reserves the right to use the unused funds relating to the undersubscribed offer to increase the size of the other offer. The aggregate principal amount of each series of CCI Notes tendered as of the close of business on July 29, 2003 was not significant.

CCI's tender offers will now expire at 12:00 midnight, New York City time, on Tuesday, August 12, 2003, unless extended or earlier terminated.

HOLDINGS TENDER OFFERS

Holdings' tender offers relate to the senior notes and senior discount notes listed in the table below (the "Holdings Notes"). Pursuant to the tender offers as amended, Holdings is offering to purchase up to \$1.063 billion of outstanding principal amount of the Holdings Notes. The table below shows the principal purchase amount of each series of Holdings Notes that Holdings is now seeking to purchase. Holdings may increase the principal amount of Holdings Notes that it is seeking to purchase depending on the amount of net proceeds that it receives from the financing by subsidiaries of the Company, provided that the aggregate principal amount of Holdings Notes purchased will not exceed \$1.775 billion. The aggregate principal amount of the 8.625% Senior Notes due 2009, the 9.625% Senior Notes due 2009 and the 10% Senior Notes due 2011 tendered as of the close of business on July 29, 2003 was approximately \$7.5 million, \$9.6 million and \$19.6 million, respectively. The aggregate principal amount of each other series of Holdings Notes tendered as of such date was not significant.

Tenders of Holdings Notes may now not be withdrawn after 12:00 midnight, New York City time, on Tuesday, August 12, 2003, except under limited circumstances. Holdings' tender offers will now expire at 12:00 midnight, New York City time, on Tuesday, August 12, 2003, unless extended or earlier terminated.

Series of Holdings Notes	CUSIP Number	Principal Amount Outstanding(1)	Principal Purchase Amount
8.625% Senior Notes due 2009	16117PAE0 16117PAB6	\$1,500,000,000	\$279,000,000
10.000% Senior Notes due 2009	16117PAK6	\$ 675,000,000	\$122,000,000
10.750% Senior Notes due 2009	16117PAT7	\$ 900,000,000	\$159,000,000
9.625% Senior Notes due 2009	16117PAZ3 16117PAY6	\$ 700,000,000	\$131,000,000
10.250% Senior Notes due 2010	16117PAL4	\$ 325,000,000	\$ 57,000,000
11.125% Senior Notes due 2011	16117PAV2 16117PAQ3	\$ 500,000,000	\$ 91,000,000
10.000% Senior Notes due 2011	16117PBB5 16117PBA7 16117PBF6	\$ 875,000,000	\$164,000,000
9.920% Senior Discount Notes due 2011	16117PAF7	\$1,475,000,000	\$ 60,000,000

CCI's and Holdings' obligations to accept notes tendered in their respective offers and pay the respective tender offer consideration are subject to a number of conditions, including

financing, which are set forth in the respective Offers to Purchase and Letters of Transmittal for the tender offers.

Citigroup Global Markets Inc. ("Citigroup") is the dealer manager for the CCI and Holdings tender offers. Questions concerning the terms of the CCI and Holdings tender offers should be directed to Citigroup's Liability Management Desk, 390 Greenwich Street, 4th Floor, New York, New York 10013, telephone: (800) 558-3745. The Bank of New York is the depositary agent in connection with the CCI and Holdings tender offers. D.F. King & Co., Inc. is the information agent for the CCI and Holdings tender offers. Copies of the respective Offers to Purchase and Letters of Transmittal may be obtained from the information agent at (800) 758-5378.

ABOUT CHARTER COMMUNICATIONS

Charter Communications, A Wired World Company(TM), is the nation's third-largest broadband communications company. Charter provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital Cable(R) brand and high-speed Internet access marketed under the Charter Pipeline(R) brand. Commercial high-speed data, video and Internet solutions are provided under the Charter Business Networks(R) brand. Advertising sales and production services are sold under the Charter Media(R) brand. More information about Charter can be found at www.charter.com.

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Cautionary Statement Regarding Forward-Looking Statements:

This news release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Many of the forward-looking statements contained in this news release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated," and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this news release are set forth in reports or documents that we file from time to time with the United States Securities and Exchange Commission. All forward-looking statements attributable to the Company or a person acting on its behalf are expressly qualified in their entirety by this cautionary statement.