

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed 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>Apodaca Steven 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. Date of Event Requiring Statement (Month/Day/Year) <u>12/10/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC /MO/ [CHTR]</u>	
		4. 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 - Division President, West</u>	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common</u>	<u>46,630⁽¹⁾</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Options</u>	<u>(2)</u>	<u>10/28/2013</u>	<u>Class A Common</u>	<u>40,000</u>	<u>4.295</u>	<u>D</u>
<u>Stock Options</u>	<u>(2)</u>	<u>01/27/2014</u>	<u>Class A Common</u>	<u>17,500</u>	<u>5.17</u>	<u>D</u>
<u>Stock Options</u>	<u>(2)</u>	<u>03/25/2015</u>	<u>Class A Common</u>	<u>14,175</u>	<u>1.525</u>	<u>D</u>
<u>Stock Options</u>	<u>(2)</u>	<u>08/23/2015</u>	<u>Class A Common</u>	<u>2,025</u>	<u>1.157</u>	<u>D</u>
<u>Stock Options</u>	<u>(2)</u>	<u>03/10/2016</u>	<u>Class A Common</u>	<u>6,078</u>	<u>1</u>	<u>D</u>
<u>Stock Options</u>	<u>(2)</u>	<u>12/29/2016</u>	<u>Class A Common</u>	<u>16,500</u>	<u>3.065</u>	<u>D</u>
<u>Stock Options</u>	<u>(2)</u>	<u>03/09/2017</u>	<u>Class A Common</u>	<u>11,583</u>	<u>2.835</u>	<u>D</u>
<u>Stock Options</u>	<u>(2)</u>	<u>12/11/2017</u>	<u>Class A Common</u>	<u>3,750</u>	<u>1.315</u>	<u>D</u>

Explanation of Responses:

1. 36,630 shares of restricted stock granted 3/18/2008; and, 10,000 shares held in an IRA rollover account.

2. Grant under the Charter Communications, Inc. 2001 Stock Incentive Plan, 25% of the original grant vest at the end of each of the first four years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.

Remarks:

/s/ Steven E. Apodaca12/19/2008

** 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 5 (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.