

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>OCM FIE, LLC</u>  (Last) (First) (Middle) <u>333 SOUTH GRAND AVENUE</u> <u>28TH FLOOR</u>  (Street) <u>LOS ANGELES CA 90071</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>04/26/2011</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	04/26/2011		A <sup>(1)</sup>		585	A	\$0	585	I	See footnote <sup>(2)</sup>
Class A Common Stock	04/26/2011		A <sup>(3)</sup>		1,633	A	\$0	2,218	I	See footnote <sup>(2)</sup>
Class A Common Stock	04/26/2011		A <sup>(4)</sup>		394	A	\$0	2,612	I	See footnote <sup>(5)</sup>
Class A Common Stock	04/26/2011		A <sup>(6)</sup>		1,633	A	\$0	4,245	I	See footnote <sup>(5)</sup>
Class A Common Stock								2,536	D <sup>(7)</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)		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					

1. Name and Address of Reporting Person\*  
OCM FIE, LLC  
 (Last) (First) (Middle)  
333 SOUTH GRAND AVENUE  
28TH FLOOR  
 (Street)  
LOS ANGELES CA 90071  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
OAKTREE CAPITAL MANAGEMENT LP  
 (Last) (First) (Middle)  
333 S GRAND AVE 28TH FL  
 (Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Oaktree Holdings, Inc.](#)

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE  
28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Oaktree Capital Group, LLC](#)

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE  
28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Oaktree Capital Group Holdings, L.P.](#)

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE  
28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Oaktree Capital Group Holdings GP, LLC](#)

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE  
28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

**Explanation of Responses:**

- Grant of Restricted Stock (price not applicable) to Bruce Karsh valued at \$32,219.18 on date of grant as pro-rated from December 1, 2010 to date of grant, to fully vest on anniversary date of grant.
- Bruce Karsh is the President of Oaktree Capital Management, L.P. ("Oaktree"), a registered investment adviser under the Investment Advisers Act of 1940, as amended. These shares of Class A Common Stock are held directly by Bruce Karsh for the benefit of OCM FIE, L.P. ("FIE"), a wholly owned subsidiary of Oaktree. Pursuant to the policies of Oaktree, Bruce Karsh must hold these shares of Class A Common Stock on behalf of and for the sole benefit of FIE and is assigning all economic, pecuniary and voting rights to FIE.
- Grant of Restricted Stock (price not applicable) to Bruce Karsh valued at \$90,000 on date of grant, to fully vest on anniversary date of grant.
- Grant of Restricted Stock (price not applicable) to Edgar Lee valued at \$21,698.82 on date of grant as pro-rated from December 1, 2010 to date of grant, to fully vest on anniversary date of grant.
- Edgar Lee is a Senior Vice President of Oaktree. These shares of Class A Common Stock are held directly by Edgar Lee for the benefit of FIE. Pursuant to the policies of Oaktree, Edgar Lee must hold these shares of Class A Common Stock on behalf of and for the sole benefit of FIE and is assigning all economic, pecuniary and voting rights to FIE.
- Grant of Restricted Stock (price not applicable) to Edgar Lee valued at \$90,000 on date of grant, to fully vest on anniversary date of grant.
- Represents shares of Class A Common Stock that were previously held directly by Bruce Karsh for the benefit of FIE. Such shares have since been transferred to FIE.

[See signatures included in Exhibit 99.1](#)

04/28/2011

\*\* 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.

This Statement on Form 4 is filed jointly by the Reporting Persons listed below. The principal business address of each of these Reporting Persons is 333 South Grand Avenue, 28th Floor, Los Angeles, CA 90071.

Name of Designated Filer: OCM FIE, LLC

Date of Event Requiring Statement: April 26, 2011

Issuer Name and Ticker or Trading Symbol: CHTR

OCM FIE, LLC

By: /s/ Richard Ting

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Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Emily Alexander

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Name: Emily Alexander  
Title: Authorized Signatory

OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Richard Ting

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Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Emily Alexander

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Name: Emily Alexander  
Title: Managing Director

OAKTREE HOLDINGS, INC.

By: /s/ Richard Ting

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Name: Richard Ting  
Title: Managing Director, Associate General  
Counsel and Assistant Secretary

By: /s/ Emily Alexander

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Name: Emily Alexander  
Title: Managing Director

OAKTREE CAPITAL GROUP, LLC

By: /s/ Richard Ting

-----  
Name: Richard Ting  
Title: Managing Director, Associate General  
Counsel and Assistant Secretary

By: /s/ Emily Alexander

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Name: Emily Alexander  
Title: Managing Director

OAKTREE CAPITAL GROUP HOLDINGS, L.P.

By: Oaktree Capital Group Holdings GP, LLC  
Its: General Partner

By: /s/ Richard Ting

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Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Emily Alexander

-----  
Name: Emily Alexander  
Title: Managing Director

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Richard Ting

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Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Emily Alexander

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Name: Emily Alexander  
Title: Managing Director