

**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>Heneghan James M</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>President, Charter Media</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/24/2012</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	08/24/2012		M		2,400 <sup>(1)</sup>	A	\$35.375	27,982	D	
Class A Common Stock	08/24/2012		S		100 <sup>(2)</sup>	D	\$77.67	27,882	D	
Class A Common Stock	08/24/2012		S		195 <sup>(2)</sup>	D	\$77.69	27,687	D	
Class A Common Stock	08/24/2012		S		232 <sup>(2)</sup>	D	\$77.6973	27,455	D	
Class A Common Stock	08/24/2012		S		73 <sup>(2)</sup>	D	\$77.71	27,382	D	
Class A Common Stock	08/24/2012		S		1,200 <sup>(2)</sup>	D	\$77.72	26,182	D	
Class A Common Stock	08/24/2012		S		100 <sup>(2)</sup>	D	\$77.7227	26,082	D	
Class A Common Stock	08/24/2012		S		200 <sup>(2)</sup>	D	\$77.74	25,882	D	
Class A Common Stock	08/24/2012		S		100 <sup>(2)</sup>	D	\$77.7711	25,782	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						Amount or Number of Shares
Stock Options	\$77.7445	08/24/2012		M			2,400 <sup>(1)</sup>	03/01/2011 <sup>(1)</sup>	07/27/2020	Class A Common Stock	300	\$77.7445	155,100	D	

**Explanation of Responses:**

- Exercise of portion of vested Stock Options granted on 7/27/2010 under the Charter Communications, Inc. 2009 Stock Incentive Plan, 25% of the aggregate grant vest at March 1, 2011, 2012, 2013 and 2014, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.
- Sale of previously reported vested shares.

**Remarks:**

/s/ James M. Heneghan      08/27/2012  
 \*\* 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.