
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**



Charter Communications, Inc.
(Name of Subject Company (Issuer))

Charter Communications, Inc.
(Name of Filing Person (Issuer))

**Options to Purchase Common Stock
par value of \$.001 per share**
(Title of Class of Securities)

16117M107
*(CUSIP Numbers of Class of Securities)
(Underlying Class A Common Stock)*

**Curtis S. Shaw, Esq.
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
(314) 965-0555**
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

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*

not applicable

Amount of filing fee*

not applicable

* As the filing contains only preliminary communications made before the commencement of the tender offer, no filing fee is required

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable

Filing Party: Not applicable

Form or Registration No.: Not applicable

Date Filed: Not applicable

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:

This Tender Offer Statement on Schedule TO is filed by Charter Communications, Inc., a Delaware corporation ("Charter"). Pursuant to General Instruction D to Schedule TO, this Schedule TO relates to pre-commencement communications by Charter with respect to its intention to undertake a Stock Option Exchange Program pursuant to which holders of certain options to purchase shares of Charter's Class A Common Stock could elect to cancel such options in exchange for restricted shares of Charter Class A Common Stock or, in certain cases, cash.

The information does not constitute an offer to holders of options to purchase Charter's Class A common stock to exchange their options. Charter has not yet commenced the Stock Option Exchange Program ("Exchange Program") that is referred to above. At the time the Exchange Program is commenced, Charter will provide eligible option holders with written materials explaining the precise terms, conditions and timing of the Exchange Program. Eligible option holders should read these written materials carefully when they become available because they will contain important information about the Exchange Program. Charter will file these materials with the Securities and Exchange Commission ("SEC") as part of a tender offer statement. These materials and other documents filed by Charter with the SEC can be obtained free of charge from the SEC's website at www.sec.gov. Eligible Charter option holders may obtain a written copy of the tender offer statement and related materials, when available, by contacting Human Resources, Stock Option Exchange Program, at Charter Communications, Inc., 12405 Powerscourt Drive, St. Louis, Missouri 63131.

Item 12. Exhibits.

99.1 November 25, 2003 email communication to employees announcing the intent to offer the Stock Option Exchange Program.

INDEX TO EXHIBITS

Exhibit No. Description

99.1 November 25, 2003 email communication to employees announcing the intent to offer the Stock Option Exchange Program.

To: All Charter Communications Employees

Subject: Important Announcement about the Charter Stock Option Program

I am pleased to announce an important and exciting opportunity related to our stock option plan.

As we continue to change and evolve as a company, we're constantly evaluating how we reward and retain our people. When we introduced the stock option plan in 1999, our goal was to ensure that all employees shared in the success of Charter Communications. As you are well aware, many employees now hold stock options with grant prices that are significantly higher than the current market price of our common stock. As a result, these underwater options no longer provide the motivational or incentive value to our employees as we intended.

In January, we intend to introduce a Stock Option Exchange Program. This program would offer you a one-time opportunity to exchange some of your underwater stock options for shares of restricted stock in the company or, in certain instances, cash. Participation in the program will be optional, which means that you can also continue to hold your stock options if you choose to do so.

We plan to make more details about the Stock Option Exchange Program available in early January, including the steps you will need to take to participate. We are currently working through the details of the exchange offer and establishing a website to educate you about the program. Establishing this web based platform to support the administration of the program and preparing legal documents for the exchange offer takes approximately six weeks. Look for more specific employee communication regarding the program to begin very early in January, including access to a website, brochures, an employee hotline for questions, and a video that provides an introduction to the program.

The exchange offer would allow us to reward you for your past efforts in a way that we hope is meaningful to you and reinforce our company philosophy of sharing success, even in difficult economic times.

We're seeing a lot of positive change at Charter Communications, but the heart of the company remains the same. We will continue to focus on providing superior customer service. We will continue to reward our employees for creating long-term value for our shareholders. And we will continue to build a culture of quality, responsiveness and effectiveness that makes the company a good place to work.

There are many more challenges ahead for us, but I am confident that together we will be able to achieve our goals.

Have a safe and happy holiday.

Carl

Please Note: This information does not constitute an offer to holders of options to purchase Charter's Class A common stock to exchange their options. Charter has not yet commenced the Stock Option Exchange Program that is referred to above. At the time the Exchange Program is commenced, Charter will provide eligible option holders with written materials explaining the precise terms, conditions and timing of the Exchange Program. Eligible option holders should read these written materials carefully when they become available because they will contain important information about the Exchange Program. Charter will file these materials with the Securities and Exchange Commission ("SEC") as part of a tender offer statement. These materials and other documents filed by Charter with the SEC can be obtained free of charge from the SEC's website at www.sec.gov. Charter option holders may obtain a written copy of the tender offer statement and related materials, when available, by contacting Human Resources, Stock Option Exchange Program, at Charter Communications, Inc., 12405 Powerscourt Drive, St. Louis, Missouri 63131.

