

CHARTER COMMUNICATIONS INC /MO/

Form 4

November 27, 2002

OMB APPROVAL
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935  
or Section 30(h) of the Investment Company Act of 1940**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

<b>1. Name and Address of Reporting Person*</b>  Allen, Paul G. <hr/> <i>(Last) (First) (Middle)</i>  c/o Charter Communications, Inc. 12405 Powerscourt Drive <hr/> <i>(Street)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Charter Communications, Inc. - CHTR <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  <hr/>
St. Louis, MO 63131 <hr/> <i>(City) (State) (Zip)</i>	<b>4. Statement for Month/Day/Year</b>  11/25/02 <hr/>	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  <hr/>
x     Director     x     10% Owner	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>	<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>
x     Officer <i>(give title below)</i>	o     Other <i>(specify below)</i>	x     Form Filed by One Reporting Person
o     Chairman	<hr/>	o     Form Filed by More than One Reporting Person

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).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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			Code V	Amount	(A) or (D)	Price		
Class A Common Stock	11/25/02		X	845,940	A	\$29.6065 (1)	19,840,408 (2)	D





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Joseph Franzi as  
Attorney-in-Fact for Paul  
G. Allen pursuant to a  
Power of Attorney filed  
with the Reporting Person s  
Schedule 13G for  
Pathogenesis, Inc. on  
August 30, 1999 and  
incorporated by reference  
herein.

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\*\* 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.

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