

CHARTER COMMUNICATIONS INC /MO/

Form 4

May 08, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Howard Kevin D

(Last) (First) (Middle)

C/O CHARTER  
COMMUNICATIONS, INC., 12405  
POWERSCOURT DRIVE

(Street)

ST. LOUIS, MO 63131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

CHARTER COMMUNICATIONS  
INC /MO/ [CHTR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/07/2007

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
VP/Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	05/07/2007		M		10,000 (1)	A \$ 1.595 57,188	D
Class A Common Stock	05/07/2007		M		8,100 (2)	A \$ 1.525 65,288	D
Class A Common Stock	05/07/2007		M		1,519 (3)	A \$ 1 66,807	D

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Class A Common Stock	05/07/2007	S	10,000	D	\$ 3.63	56,807	D
Class A Common Stock	05/07/2007	S	8,100	D	\$ 3.6112	48,707	D
Class A Common Stock	05/07/2007	S	1,519	D	\$ 3.61	47,188	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 1.595	05/07/2007		M			10,000 <u>(1)</u>	04/29/2004	04/29/2013	Class A Common Stock	10,000
Stock Option	\$ 1.525	05/07/2007		M			8,100 <u>(2)</u>	03/25/2006	03/25/2015	Class A Common Stock	8,100
Stock Option	\$ 1	05/07/2007		M			1,519 <u>(3)</u>	03/10/2007	03/10/2016	Class A Common Stock	1,519

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Howard Kevin D C/O CHARTER COMMUNICATIONS, INC.	VP/Chief Accounting Officer

12405 POWERSCOURT DRIVE  
ST. LOUIS, MO 63131

## Signatures

/s/ Richard R. Dykhouse,  
Attorney-in-Fact

05/08/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Exercise of vested shares in the amount of 10,000 granted on 4/29/2003 under the Charter Communications, Inc. 2001 Stock Incentive

- (1) Plan, 25% 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.

Exercise of vested shares in the amount of 8,100 granted on 3/25/2005 under the Charter Communications, Inc. 2001 Stock Incentive

- (2) Plan, 25% 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.

Exercise of vested shares in the amount of 1,519 granted on 3/10/2006 under the Charter Communications, Inc. 2001 Stock Incentive

- (3) Plan, 25% 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.

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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