

CHARTER COMMUNICATIONS, INC. /MO/
 Form 4
 May 23, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DETAMPEL DONALD F JR

2. Issuer Name and Ticker or Trading Symbol
 CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2014

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP and Pres Commercial Svcs

C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

STAMFORD, CT 06901

(City) (State) (Zip)

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 or Price		
Class A Common Stock	05/21/2014		M		26,250 (1)	A	\$ 32.515 88,409 D
Class A Common Stock	05/21/2014		M		61,714 (2)	A	\$ 55.12 150,123 D
Class A Common Stock	05/21/2014		M		38,750 (3)	A	\$ 55.12 188,873 D

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Class A Common Stock	05/21/2014	S	<u>26,250</u> (4)	D	<u>\$ 138.78</u> (5)	162,623	D
Class A Common Stock	05/21/2014	S	<u>61,714</u> (4)	D	<u>\$ 138.52</u> (6)	100,909	D
Class A Common Stock	05/21/2014	S	<u>38,750</u> (4)	D	<u>\$ 138.43</u> (7)	62,159	D
Class A Common Stock	05/22/2014	M	<u>119,119</u> (2)	A	\$ 55.12	181,278	D
Class A Common Stock	05/22/2014	S	<u>119,119</u> (4)	D	<u>\$</u> (8) 138.094	62,159	D

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

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(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 Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Stock Options	\$ 32.515	05/21/2014		M	26,250	10/13/2011	10/13/2020	Class A Common Stock	26,250
Performance Vesting Options	\$ 55.12	05/21/2014		M	61,714	04/26/2012	04/26/2021	Class A Common Stock	61,714
Time Vesting Options	\$ 55.12	05/21/2014		M	38,750	04/26/2012	04/26/2021	Class A Common Stock	38,750
Performance Vesting Options	\$ 55.12	05/22/2014		M	119,119	04/26/2012	04/26/2021	Class A Common Stock	119,119

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DETAMPEL DONALD F JR C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901				EVP and Pres Commercial Svcs

Signatures

/s/Donald F.
Detampel, Jr. 05/23/2014

**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).
- (1) Exercise of portion of vested stock options granted on 10/13/2010 under the Charter Communications, Inc. 2009 Stock Incentive Plan.
- (2) Exercise of a portion of vested time vesting stock options granted on 4/26/2011 under the Charter Communications, Inc. 2009 Amended and Restated Stock Incentive Plan.
- (3) Exercise of a portion of vested performance vesting stock options granted on 4/26/2011 under the Charter Communications, Inc. 2009 Amended and Restated Stock Incentive Plan.
- (4) Includes sale of stock options reported as exercised.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.32 to \$139.48, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.28 to \$138.70, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.07 to \$138.89, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.00 to \$138.98, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.