

Quicksilver Robert E
Form 4
September 07, 2011

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 *
Quicksilver Robert E

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP/Chief Admin Officer

(Last) (First) (Middle)
C/O CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2011

(Street)
ST. LOUIS, MO 63131

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

(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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
Class A Common Stock	09/06/2011		A	(1)	13,000	\$ 0	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)

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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 Underlying Security (Instr. 3)
Time-Vesting Stock Options	\$ 47.685	09/06/2011		A	39,000	04/26/2012 ⁽²⁾ 04/26/2021	Class Common Stock
Performance-Vesting Stock Options	\$ 47.685	09/06/2011		A	30,300	04/26/2012 ⁽³⁾ 04/26/2021	Class Common Stock
Performance-Vesting Stock Options	\$ 47.685	09/06/2011		A	30,300	12/31/2012 ⁽⁴⁾ 04/26/2021	Class Common Stock
Performance-Vesting Stock Options	\$ 47.685	09/06/2011		A	30,300	12/31/2013 ⁽⁵⁾ 04/26/2021	Class Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quicksilver Robert E C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131			EVP/Chief Admin Officer	

Signatures

/s/ Robert E.
Quicksilver

09/07/2011

**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) Restricted Stock granted 09/06/11 scheduled to vest in equal 25% increments on September 6, 2012, 2013, 2014 and 2015.

(2)

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Grant of Stock Options on 09/06/2011 under the Charter Communications, Inc. 2009 Stock Incentive Plan. One-third will become exercisable in four equal installments on each of the first four anniversaries of April 26, 2011; one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2011; and, one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2012.

One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) commencing on or after January 26, 2012;

- (3) one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share commencing on or after January 26, 2012; and, one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share commencing on or after January 26, 2012.

One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) commencing on or after September 30,

- (4) 2012; one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share commencing on or after September 30, 2012; and, one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share commencing on or after September 30, 2012.

One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) commencing on or after September 30,

- (5) 2013; one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share commencing on or after September 30, 2013; and, one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share commencing on or after September 30, 2013.

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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