

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

January 17, 2014

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

OMB APPROVAL

OMB  
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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 \*  
Dykhouse Richard R2. Issuer Name and Ticker or Trading  
SymbolCHARTER 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)

01/15/2014

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
EVP/Gen Counsel/Corp SecretaryC/O CHARTER  
COMMUNICATIONS, INC., 400  
ATLANTIC STREET, 10TH  
FLOOR

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                              | Date Exercisable Expiration Date                               | Title Amount or Number of Shares                               |
| Stock<br>Options<br>(3-Year<br>Cliff)               | \$ 136.425                                                            | 01/15/2014                              |                                                             | A                                       | 24,536                                                                                                       | 01/15/2017 <sup>(1)</sup> 01/15/2024                           | Class A<br>Common<br>Stock 24,536                              |
| Restricted<br>Stock<br>Units<br>(3-Year<br>Cliff)   | \$ 0 <sup>(2)</sup>                                                   | 01/15/2014                              |                                                             | A                                       | 1,100                                                                                                        | 01/15/2017 <sup>(3)</sup> <sup>(4)</sup>                       | Class A<br>Common<br>Stock 1,100                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                                 | Relationships                    |
|----------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                | Director 10% Owner Officer Other |
| Dykhous Richard R<br>C/O CHARTER COMMUNICATIONS, INC.<br>400 ATLANTIC STREET, 10TH FLOOR<br>STAMFORD, CT 06901 | EVP/Gen Counsel/Corp Secretary   |

## Signatures

/s/Richard R.  
Dykhous 01/16/2014

                     \*\*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).

- Stock Options granted on January 15, 2014 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will
- (1) vest on the third anniversary of the grant date, January 15, 2017. Such options will terminate 10 years from date of grant unless terminated sooner in accordance with the plan or grant agreement.
  - (2) Restricted Stock Unit Grant - Price Not Applicable.
  - (3) Restricted Stock Units granted on January 15, 2014 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will vest on the third anniversary of the grant date, January 15, 2017.
  - (4) Not applicable.

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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