

Schmitz Eloise
 Form 3
 August 02, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Â Schmitz Eloise
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 07/24/2007

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

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

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

C/O CHARTER COMMUNICATIONS, INC., Â 12405 POWERSCOURT DRIVE
 (Street)

____ Director ____ 10% Owner
 X Officer ____ Other
 (give title below) (specify below)
 SVP - Strategic Planning

ST. LOUIS, Â MO Â 63131
 (City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	1,905 ⁽¹⁾	D	Â
Class A Common Stock	34,931 ⁽²⁾	D	Â
Class A Common Stock	176,136 ⁽³⁾	D	Â
Class A Common Stock	100,000 ⁽⁴⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	07/23/2003	07/23/2012	Class A Common Stock	40,000 ⁽⁵⁾	\$ 2.85	D	Â
Stock Options	04/29/2004	04/29/2013	Class A Common Stock	8,750 ⁽⁶⁾	\$ 1.6	D	Â
Stock Options	01/27/2005	01/27/2014	Class A Common Stock	28,000 ⁽⁷⁾	\$ 5.17	D	Â
Stock Options	03/25/2006	03/25/2015	Class A Common Stock	83,700 ⁽⁸⁾	\$ 1.53	D	Â
Stock Options	03/10/2007	03/10/2016	Class A Common Stock	31,100 ⁽⁹⁾	\$ 1	D	Â
Stock Options	08/29/2007	08/29/2016	Class A Common Stock	100,000 ⁽¹⁰⁾	\$ 1.32	D	Â
Stock Options	03/09/2008	03/09/2017	Class A Common Stock	31,100 ⁽¹¹⁾	\$ 2.84	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schmitz Eloise C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	Â	Â	Â SVP - Strategic Planning	Â

Signatures

/s/ Eloise E.
Schmitz

08/02/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Shares held at 7/24/2007.
- (2) Performance Shares issued at 3/25/2005 with three-year vesting period.
- (3) Performance Shares issued at 3/10/2006 with three-year vesting period.
- (4) Performance Shares issued at 8/29/2006 with three-year vesting period.
- (5) Stock Option grant of 40,000 shares at 7/23/2002 vesting one quarter at July 23, 2003, 2004, 2005 and 2006.
- (6) Stock Option grant of 35,000 shares at 4/29/2003 vesting one quarter at April 29, 2004, 2005, 2006 and 2007. 26,250 shares previously exercised and sold.
- (7) Stock Option grant of 28,000 shares at 1/27/2004 vesting one quarter at January 27, 2005, 2006, 2007 and 2008.
- (8) Stock Option grant of 83,700 shares at 3/25/2005 vesting one quarter at March 25, 2006, 2007, 2008 and 2009.
- (9) Stock Option grant of 31,100 shares at 3/10/2006 vesting one quarter at March 10, 2007, 2008, 2009 and 2010.
- (10) Stock Option grant of 100,000 shares at 8/29/2006 vesting one quarter at August 29, 2007, 2008, 2009 and 2010.
- (11) Stock Option grant of 31,100 shares at 3/9/2007 vesting one quarter at March 9, 2008, 2009, 2010 and 2011.

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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