

Apodaca Steven E.
Form 3
December 19, 2008

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 Apodaca Steven E.
(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)
12/10/2008

3. Issuer Name and Ticker or Trading Symbol

CHARTER COMMUNICATIONS INC /MO/ [CHTR]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP - Division President, West

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

(Street)

ST. LOUIS,Â MOÂ 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

46,630 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**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.**

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

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

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	Â (2)	10/28/2013	Class A Common	40,000	\$ 4.295	D	Â
Stock Options	Â (2)	01/27/2014	Class A Common	17,500	\$ 5.17	D	Â
Stock Options	Â (2)	03/25/2015	Class A Common	14,175	\$ 1.525	D	Â
Stock Options	Â (2)	08/23/2015	Class A Common	2,025	\$ 1.157	D	Â
Stock Options	Â (2)	03/10/2016	Class A Common	6,078	\$ 1	D	Â
Stock Options	Â (2)	12/29/2016	Class A Common	16,500	\$ 3.065	D	Â
Stock Options	Â (2)	03/09/2017	Class A Common	11,583	\$ 2.835	D	Â
Stock Options	Â (2)	12/11/2017	Class A Common	3,750	\$ 1.315	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apodaca Steven E. C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	Â	Â	Â SVP - Division President, West	Â

Signatures

/s/ Steven E.
Apodaca

12/19/2008

**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) 36,630 shares of restricted stock granted 3/18/2008; and, 10,000 shares held in an IRA rollover account.

(2) Grant under the Charter Communications, Inc. 2001 Stock Incentive Plan, 25% of the original grant 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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