

CHARTER COMMUNICATIONS INC /MO/

Form 3

March 10, 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 STEELHEAD PARTNERS
LLC

(Last) (First) (Middle)

1301 FIRST AVENUE, SUITE
201

(Street)

SEATTLE,Â WAAÂ 98101

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/27/2008

3. Issuer Name and Ticker or Trading Symbol

CHARTER COMMUNICATIONS INC /MO/ [CHTR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
See footnotes

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person

X 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

39,876,277

I

See footnotes (1) (2) (4) (3)

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)

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

5. Ownership Form of Derivative Security:

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
6.50% Convertible Notes due 10/01/2027	Â (5)	10/01/2027	Class A Common Stock	3,740,682	\$ 3.4085	I	See footnotes (3) (4) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEELHEAD PARTNERS LLC 1301 FIRST AVENUE, SUITE 201 SEATTLE,Â WAA 98101	Â	Â	Â	See footnotes
JOHNSTON JAMES MICHAEL 1301 FIRST AVENUE, SUITE 201 SEATTLE,Â WAA 98101	Â	Â	Â	See footnotes
KLEIN BRIAN KATZ 1301 FIRST AVENUE, SUITE 201 SEATTLE,Â WAA 98101	Â	Â	Â	See footnotes

Signatures

Steelhead Partners, LLC; By: J. Michael Johnston, its Member-Manager; /s/ J. Michael Johnston	03/10/2008
__Signature of Reporting Person	Date
J. Michael Johnston; /s/ J. Michael Johnston	03/10/2008
__Signature of Reporting Person	Date
Brian K. Klein; /s/ Briian K. Klein	03/10/2008
__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) The reporting persons are: (i) Steelhead Partners, LLC ("Steelhead"), a registered investment advisor within the meaning of Rule 16a-1(a)(1)(v) under the Exchange Act; and (ii) each of James Michael Johnston and Brian Katz Klein, Steelhead's member-managers.
The shares of the issuer's Class A Common Stock (the "Class A Stock") reported on this Form 3 are held directly by: (i) the J-K Navigator Fund, L.P. ("Navigator"), (ii) The J.K. One Fund, L.P. ("One Fund", and collectively with Navigator, the "Domestic Funds"), (iii) Steelhead Offshore, Ltd. (the "Offshore Fund"); and (iv) other client accounts managed by Steelhead (the "client accounts" and, collectively with the Domestic Funds and the Offshore Fund, the "Funds") none of which, for Section 16 purposes, is itself the beneficial owner of more than 10% of the Class A Stock. 22,343,553 shares of Class A Stock reported on this Form 3 are beneficially held by Navigator, 866,000 shares are beneficially held by One Fund, 16,065,573 shares are beneficially held by the Offshore Fund, and 601,151 shares are beneficially held by the client accounts. Steelhead is the general partner of the Domestic Funds and the investment manager of the Offshore Fund and the client accounts.
- (3) Each of Steelhead, Mr. Johnston, Mr. Klein and the Funds expressly disclaims beneficial ownership in these securities, except to the extent of their respective pecuniary interests therein.
- (4)

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Although none of the Funds is itself the beneficial owner of more than 10% of the issuer's common stock, Steelhead and the other reporting persons may be deemed to beneficially own the securities owned by the Funds insofar as they may be deemed to have the power to direct the voting or disposition of such securities. The reporting persons have elected therefore to file this Form 3 voluntarily to report the Funds' holdings on an aggregate basis, notwithstanding the reporting exemption applicable to registered investment advisors under Rule 16a-1(a)(1)(v) and to control persons under Rule 16a-1(a)(1)(vii). The filing of this Form 3 should not, however, be deemed an admission by any of the reporting persons that such person falls outside the scope of the foregoing exemptions, or that the reporting persons and/or the Funds form a group within the meaning of Rule 16a-1(a)(1).

- (5) Immediately exercisable; however, no holder of the 6.50% Convertible Notes (the "Notes") will be entitled to receive shares of Class A Stock upon conversion to the extent, but only to the extent, that such receipt would cause such holder to become, directly or indirectly, a beneficial owner of more than 4.9% of the shares of Class A Stock outstanding prior to October 1, 2011, and 9.9% of the shares of Class A Stock thereafter.

- (6) The Notes reported on this Form 3 are held directly by: (i) Navigator, (ii) Steelhead Pathfinder Master, L.P. ("Pathfinder") and (iii) the Offshore Fund, none of which, for Section 16 purposes, is itself the beneficial owner of more than 10% of the issuer's common stock. Steelhead is the investment manager of Pathfinder.

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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