

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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol          |
| Â Apodaca Steven E.                       | (Month/Day/Year)<br>12/10/2008       | CHARTER COMMUNICATIONS INC /MO/ [CHTR]               |
| (Last) (First) (Middle)                   |                                      |  |
|   |                                      | 4. Relationship of Reporting Person(s) to Issuer     |
|   |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year) |

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

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ST. LOUIS,Â MOÂ 63131

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common                     | 46,630 <sup>(1)</sup>                                    | 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)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(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<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|               | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(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.<br>C/O CHARTER COMMUNICATIONS, INC.<br>12405 POWERSCOURT DRIVE<br>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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