VOGEL CARL E Form 4/A July 10, 2002

		OMB APPROVAL
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	FORM 4	
	S SECURITIES AND EXC Washington, D.C. 20 DF CHANGES IN BENEFI	0549
Section 17(a) of the F		rities Exchange Act of 1934, ing Company Act of 1935 or Company Act of 1940
[_] Check this box if no lor obligations may continue		tion 16. Form 4 or Form 5 1(b).
(Print or Type Responses	3)	
1. Name and Address of Repo	orting Person*	
Vogel	Carl	Ε.
(Last)	(First)	(Middle)
c/o Charter Communications	s, Inc.	
	(Street)	
12405 Powerscourt Drive		
(City) St.Louis	(State) MO	(Zip) 63131
2. Issuer Name and Ticker o	r Trading Symbol	
Charter Communications,	Inc CHTR	
3. IRS or Social Security N	Number of Reporting	Person, if an entity (Voluntary)
4. Statement for Month/Year	 ?	

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

June 2002

6.	Relationship of Reporting Person(s) to Issuer (Check all applicable)								
	[X] Director [X] Officer (give title	[_] e below) [_]	10% Owne		fy below)				
	President and Chei	f Executive Officer							
7.	Individual or Joint/Gro	up Filing (Check Appli	cable Line	∋)					
	[X] Form filed by One : [_] Form filed by More	Reporting Person than One Reporting Pe	rson						
	Table I Non-De	rivative Securities Ac	_	==== ispos	ed of,	==			
		2.	3. Transaction Code		4. Securities Acquire Disposed of (D) (Instr. 3, 4 and 5		)		
1.	a a f Cananita	Transaction	(Instr. 8)			(A)			
	e of Security tr. 3) 	Date (Month/Day/Year)	Code	V		(D)			
	s A Common Stock	6/21/02	Р		5,000	А	\$4.65		
Clas	s A Common Stock	6/21/02	Р		5,000	А	4.60		
Clas	s A Common Stock	6/21/02	Р		5,000				
	s A Common Stock	6/21/02	 Р		10,000	A	4.55		

(1) Total number of Class & Common Stock owned at the end of the month includes 27 500 shares of

\_\_\_\_\_\_

6/21/02 P

P

P

P

P

10,000

5,000

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

6/21/02

6/21/02

6/21/02

6/21/02

Class A Common Stock

4.50

A 4.45

4,100 A 4.62

3,500 A 4.59

2,400 A 4.57

<sup>(1)</sup> Total number of Class A Common Stock owned at the end of the month includes 37,500 shares of reporting person pursuant to the 2001 Stock Incentive Plan, which vest in 36 equal monthly instal conditioned upon the reporting person's continuous employment with Charter Communications, Inc.

\* If the form is filed by more than one reporting person, see Instruction  $4\,\mbox{(b)}\,\mbox{(v)}\,.$ 

1 of 2 (OVER)

FORM 4 (continued)

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

\_\_\_\_\_\_

Price of Deriv- ative	Trans- action Date (Month/	Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4 and 5)	Expirati (Month/D Date Exer-	on Date ay/Year) Expira- tion	of Under: Securitie	lying es
21.56	6/21/02	Р	\$500,000	Immed	10/15/05	Common Stock	23,191
21.56	6/25/02	Р	\$250 <b>,</b> 000	Immed	10/15/05	Common Stock	11 <b>,</b> 595
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise 3. Price Transof action Deriv Date ative (Month/SecurDay/ity Year)	Conversion or Exer- 4. cise 3. Trans- Price Trans- action of action Code Deriv- Date (Instr. ative (Month/ 8) Secur- Day/ ity Year) Code V  21.56 6/21/02 P	Conversion  sion  or  Exer-  cise  3. Trans-  Price  Trans-  action  of  action  Code  of  Deriv-  ative  (Month/  8)  Secur-  ity  Year)  Code V  (A)  (D)  Sour-  \$5.  Number of  Derivative  Securities  Acquired (A)  or Disposed  of (D)  (Instr. (Instr. 3,  4 and 5)  Secur-  Code V  (A)  (D)	Conversion Sion Sion Sion Sion Sion Sion Sion S	Sion Sumber of Or Derivative 6.  Exer- 4. Securities Date Cise 3. Trans- Acquired (A) Exercisable and Price Trans- action or Disposed Expiration Date Of action Code of (D) (Month/Day/Year) Deriv- Date (Instr. (Instr. 3,	Conver-         5.         7.           sion         Number of         Title and of Underday           or         Derivative         6.         of Underday           Exer-         4.         Securities         Date         Securities           cise         3.         Trans-         Acquired (A)         Exercisable and (Instr. 3)         (Instr. 3)

- (1) Badger Investments LLLP, a family limited liability limited partnership.
- (2) Total number of deriviative securities benefically owned at the end of the month.

/s/ Carl E. Vogel July 2002

\*\*Signature of Reporting Person Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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