

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

July 06, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bickham John

(Last) (First) (Middle)

C/O CHARTER
COMMUNICATIONS, INC., 400
ATLANTIC STREET

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

CHARTER COMMUNICATIONS,
INC. /MO/ [CHTR]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP/Chief Operating Officer

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	07/01/2016		M		22,605 (1) (2)	A \$ 66.87 (1)	76,309 (1) D (4)
Class A Common Stock	07/01/2016		F		14,387 (3)	D \$ 232.32	61,922 D (4)
Class A Common Stock	07/05/2016		M		22,605 (2)	A \$ 66.87 (1)	84,527 D (4)

Class A							
Common	07/05/2016	F	14,377 (3)	D	\$	70,150	D (4)
Stock					233.13		

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Vesting Stock Options	\$ 66.87 (1)	07/01/2016		M	22,605 (1) (2)	(2) 11/02/2016	Class A Common Stock	22,605 (1)
Performance Vesting Stock Options	\$ 66.87 (1)	07/05/2016		M	22,605 (1) (2)	(2) 11/02/2016	Class A Common Stock	22,605 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bickham John C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901			EVP/Chief Operating Officer	

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for John
Bickham

07/06/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and performance targets (divided by .9042) and the number of options (multiplied by .9042).

Exercise of performance-vesting stock options granted on April 30, 2012; 25,000 stock options subject to the attainment of a \$125 per share hurdle (with a 4-year term); and 25,000 stock options subject to the attainment of a \$150 per-share hurdle (with a 4-year term);
(2) Vesting schedule as follows: 25% first eligible to vest on 4/30/2013; 25% first eligible to vest on 4/30/2014; 25% first eligible to vest on 4/30/2015; and 25% first eligible to vest on 4/30/2016.

(3) Withholding of securities by Charter Communications, Inc. for purpose of paying the exercise price and taxes due upon exercise of the stock options. No shares were sold for the exercise or for tax withholding.

(4) Includes shares held jointly with Kathy L. Bickham.

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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