

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

December 14, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Crestview Partners II GP, L.P.

2. Issuer Name and Ticker or Trading
Symbol

CHARTER COMMUNICATIONS,
INC. /MO/ [CHTR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

12/12/2012

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O CRESTVIEW, L.L.C., 667
MADISON AVENUE

(Street)

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

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

☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

NEW YORK, NY 10065

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Class A Common Stock	12/12/2012		S		12,254 (1)	\$ 70.1177	7,544,220 (2) (3)	I	See Footnotes (2) (3)

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

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information contained in this form are not
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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)**

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crestview Partners II GP, L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		
ENCORE II, LLC C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		
CRESTVIEW PARTNERS II (TE) LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		
CRESTVIEW PARTNERS II LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		
CRESTVIEW OFFSHORE HOLDINGS II (CAYMAN) LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		
Crestview Offshore Holdings II (892 Cayman), L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		
CRESTVIEW OFFSHORE HOLDINGS II (FF CAYMAN) LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE	X	X		

NEW YORK, NY 10065

CRESTVIEW PARTNERS II (FF) LP

C/O CRESTVIEW, L.L.C.

667 MADISON AVENUE

NEW YORK, NY 10065

X

X

Signatures

CRESTVIEW, L.L.C., general partner of the Designated Filer, by /s/ Ross A. Oliver, Senior
Counsel and Chief Compliance Officer

12/14/2012

__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) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated December 6, 2012, which is intended to comply with Rule 10b5-1.
- (2) See Exhibit 99.1 for text to footnote 2.
- (3) See Exhibit 99.1 for text to footnote 3.

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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