

CHARTER COMMUNICATIONS, INC. /MO/
 Form 4
 December 24, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Rutledge Thomas

(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)
 12/22/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	12/22/2015		M		166,350 (1)	A	\$ 53.595 561,994 D
Class A Common Stock	12/22/2015		F		106,225 (2)	D	\$ 180.99 455,769 D (3)
Class A Common Stock	12/22/2015		G		83,696 (4)	D	\$ 0 372,073 D

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Performance Vesting Stock Options	\$ 53.595	12/22/2015		M	166,350	(5) 02/19/2016	Class A Common Stock	166,350	Share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rutledge Thomas C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901	X		President and CEO	

Signatures

/s/ Daniel J. Bollinger as attorney-in-fact for Thomas M. Rutledge
 **Signature of Reporting Person
 Date 12/23/2015

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) Securities acquired upon exercise of all of the vested performance-vesting stock options with a \$125 or \$150 per-share stock price target granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. These options had an expiration date in February 2016.
 - (2) Withholding of securities for the purpose of paying the exercise price and taxes due upon exercise of the stock options.
 - (3) Per-share value assigned to the shares withheld based on the fair market value of the shares at the time the stock options were exercised on December 22, 2015.
 - (4) Gift to a non-profit charitable foundation pursuant to a 10b5-1 plan.

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- The options, representing the right to purchase 110,900 shares of Class A Common Stock subject to the attainment of a \$125 per-share stock price for a sixty-day period (with a 4-year term); and 110,900 shares of Class A Common Stock subject to the attainment of a \$150
- (5) per-share stock price for a sixty-day period (with a 4-year term), vest as follows: (i) 25% were first eligible to vest on December 19, 2012; (ii) 25% were first eligible to vest on December 19, 2013; (iii) 25% were first eligible to vest on December 19, 2014; and (iv) 25% were first eligible to vest on December 19, 2015.

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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