

CHARTER COMMUNICATIONS, INC. /MO/
Form 4
August 15, 2016

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 *
Dykhouse Richard R

(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)
08/11/2016

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)
EVP/Gen Counsel/Corp Secretary

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) | | | 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 | 08/11/2016 | | M | | | 20,716 (1) | A \$ 60.96 (1) | 26,070 | D | |
| Class A Common Stock | 08/11/2016 | | F | | | 12,336 (2) | D \$ 256.71 | 13,734 | D | |
| Class A Common Stock | 08/11/2016 | | S | | | 8,380 | D \$ 256.725 | 5,354 | D | |

Class A
Common Stock 08/12/2016 G V 1,594₍₃₎ D \$ 0 3,760 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Time Vesting Stock Options | \$ 60.96 | 08/11/2016 | | M | 20,716 <u>(1)</u> | <u>(4)</u> 04/26/2021 | Class A Common Stock | 1,889 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dykhous Richard R
C/O CHARTER COMMUNICATIONS, INC.
400 ATLANTIC STREET
STAMFORD, CT 06901

EVP/Gen Counsel/Corp Secretary

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Richard R.
Dykhous

08/15/2016

**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)

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In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price (divided by .9042) and the number of options (multiplied by .9042).

(2) Withholding of securities for the purpose of paying taxes.

(3) Charitable gifts.

(4) This option represents the right to purchase a total of 22,605 shares, of which one-third become exercisable in four equal installments on each of the first four anniversaries of 4/26/2011; one third become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of 12/31/2011; and one third become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of 12/31/2012 .

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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