

Winfrey Christopher L
 Form 4
 January 17, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Winfrey Christopher L

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)
 10/23/2018

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Financial Officer

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

(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

STAMFORD, CT 06901

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	10/24/2018		J	35,854 D	\$ 0 ⁽¹⁾	14,983	D
Class A Common Stock	10/24/2018		J	35,854 A	\$ 0 ⁽¹⁾	35,854	I By Trust
Class A Common Stock	12/07/2018		J	34,909 D	\$ 0 ⁽²⁾	945	I By Trust

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Class A Common Stock	12/07/2018	J	34,909	A	\$ 0 ⁽²⁾	34,909	I	By Trust
Class A Common Stock	12/07/2018	J	12,303	D	\$ 0 ⁽³⁾	2,680	D	
Class A Common Stock	12/07/2018	J	12,303	A	\$ 0 ⁽³⁾	12,303	I	By Trust
Class A Common Stock	12/07/2018	J	22,605	D	\$ 0 ⁽⁴⁾	27,126	I	By Atalaya Management, LLC
Class A Common Stock	12/07/2018	J	22,605	A	\$ 0 ⁽⁴⁾	34,908	I	By Trust
Class A Common Stock	01/15/2019	M	6,798 ⁽⁵⁾	A	\$ 292.31 ⁽⁶⁾	9,478	D	
Class A Common Stock	01/15/2019	F	2,832 ⁽⁷⁾	D	\$ 292.31	6,646	D	

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 60.96	10/23/2018		J		⁽⁸⁾	04/26/2021	Class A common stock	93,434 ⁽⁹⁾
Stock Options	\$ 60.96	10/23/2018		J	93,434	⁽⁸⁾	04/26/2021	Class A common stock	93,434 ⁽⁹⁾

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Stock Options	\$ 150.88	10/23/2018	J	14,970	(10)	01/15/2024	Class A common stock	14,970
Stock Options	\$ 150.88	10/23/2018	J	14,970	(10)	01/15/2024	Class A common stock	14,970
Restricted Stock Units	(6)	01/15/2019	M	6,798	(12)	(12)	Class A Common Stock	6,798

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winfrey Christopher L C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901			Chief Financial Officer	

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Christopher L. Winfrey

01/17/2018

**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) On October 24, 2018, the reporting person transferred 35,854 shares of Charter Class A common stock to the Yeniley Lorenzo Winfrey Rev Tr U/A DTD 07/27/2001.
- (2) On 12/7/2018, the Yeniley Lorenzo Winfrey Rev Tr U/A DTD 07/27/2001 transferred 34,909 shares of Charter Class A common stock to the Yeniley L Winfrey Irrevocable Trust.
- (3) On 12/7/2018, the reporting person transferred 12,303 shares of Charter Class A common stock to the Winfrey Dynasty Trust.
- (4) On 12/7/2018, Atalaya Management, LLC transferred 22,605 shares of Charter Class A common stock to the Winfrey Dynasty Trust.
- (5) In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the number of Restricted Stock Units as well as the exercise price of options (divided by .9042) and the number of options (multiplied by .9042).
- (6) Restricted Stock Units convert into common stock on a one-for-one basis.
- (7) Withholding of securities for the purpose of paying taxes.
- (8) Performance-vesting stock options granted on April 26, 2011; 60,277 stock options subject to the attainment of a \$60 per share hurdle; 60,278 stock options subject to the attainment of a \$80 per share hurdle; and 30,278 stock options subject to the attainment of a \$100 per-share hurdle; Vesting schedule as follows: 33% first eligible to vest on January 26, 2012; 33% first eligible to vest on September 30, 2012; and 33% first eligible to vest on September 30, 2013. As the grants vested before the Time Warner Cable Inc. transactions, the number of shares and performance targets in this footnote were not adjusted for purposes of this filing.
- (9) On October 23, 2018, the reporting person transferred 93,434 stock options to the Christopher L. Winfrey 2018 GRAT II.
- (10) Time-vesting stock options granted on January 15, 2014 under the Charter Communications, Inc. 2009 Stock Incentive Plan. The options became exercisable on January 15, 2017.

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- (11) On October 23, 2018, the reporting person transferred 14,970 stock options to the Christopher L. Winfrey 2018 GRAT I.
- (12) On 1/15/2016 the reporting person was granted 7,519 Restricted Stock Units to vest on 1/15/2019. In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the number of unvested Restricted Stock Units.

Note: File three copies of this Form, one of which must be manually signed. If space 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.