

CHARTER COMMUNICATIONS INC /MO/
Form 424B3
October 01, 2001

Filing Pursuant to Rule 424(b)(3)
Registration Statement No. 333-54394

PROSPECTUS SUPPLEMENT NO. 11 DATED OCTOBER 1, 2001
TO PROSPECTUS DATED FEBRUARY 6, 2001,
AS SUPPLEMENTED BY PROSPECTUS SUPPLEMENT NOS. 1, 2, 3, 4, 5, 6, 7, 8, 9 AND 10

CHARTER COMMUNICATIONS, INC.

\$750,000,000 of 5.75% Convertible Senior
Notes due 2005 and 34,786,650 Shares of Class A
Common Stock Issuable Upon Conversion of the
5.75% Convertible Senior Notes due 2005
and
31,664,667 Issued or Issuable Shares of Class A Common Stock

This prospectus supplement relates to (1) \$750,000,000 aggregate principal amount of 5.75% Convertible Senior Notes due 2005 of Charter Communications, Inc., and 34,786,650 shares of Class A common stock of Charter Communications, Inc., which are initially issuable upon conversion of the notes, plus an indeterminate number of shares as may become issuable upon conversion as a result of adjustments to the conversion rate; and (2) 31,664,667 shares of Class A common stock of Charter Communications, Inc. issued or issuable to certain entities in connection with Charter Communications, Inc.'s purchase of certain cable systems in 2000 plus an indeterminate number of shares as may become issuable upon certain events. This prospectus supplement should be read in conjunction with the prospectus dated February 6, 2001, Prospectus Supplement No. 1 dated February 16, 2001, Prospectus Supplement No. 2 dated February 20, 2001, Prospectus Supplement No. 3 dated March 15, 2001, Prospectus Supplement No. 4 dated April 3, 2001, Prospectus Supplement No. 5 dated April 30, 2001, Prospectus Supplement No. 6 dated May 3, 2001, Prospectus Supplement No. 7 dated May 18, 2001, Prospectus Supplement No. 8 dated June 5, 2001, Prospectus Supplement No. 9 dated July 6, 2001 and Prospectus Supplement No. 10 dated July 16, 2001, which are to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in Prospectus Supplement No. 10:

	Convertible Senior Notes	
	Amount of	Principal
Selling Securityholder	Notes Owned	Amount of
	Before Offering	Notes That
		May Be Sold

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AAM/Zazove Institutional Income Funds, LP (GS).....	\$1,300,000	\$1,300,000
AFTRA Health Fund.....	1,000,000	1,000,000
AIG/National Union Fire Insurance Ltd.....	800,000	800,000
AIG Soundshore Opportunity Holding Fund, Ltd.	3,500,000	3,500,000
AIG Soundshore Strategic Holding Fund, Ltd.....	4,000,000	4,000,000
AIM Strategic Income Fund.....	1,500,000	1,500,000
Alexandra Global Investment Fund I Ltd.....	3,000,000	3,000,000
Allstate Insurance Company.....	1,500,000	1,500,000
Allstate Life Insurance Company.....	375,000	375,000
Aloha Airlines Non-Pilots Pension Trust.....	245,000	245,000
Aloha Pilots Retirement Trust.....	140,000	140,000
Alpha US Sub Fund VIII, LLC.....	1,250,000	1,250,000
Alpine Associates.....	5,600,000	5,600,000
Alpine Partners, L.P.....	900,000	900,000
Argent Classic Convertible Arbitrage Fund L.P.....	4,000,000	4,000,000
Argent Classic Convertible Arbitrage Fund (Bermuda) L.P.....	11,000,000	11,000,000
Argent Convertible Arbitrage Fund Ltd.....	10,000,000	10,000,000
Aristeia International, Limited.....	5,160,000	5,160,000
Aristeia Trading, L.P.....	3,340,000	3,340,000
Arkansas PERS.....	800,000	800,000
Arkansas Teachers Retirement.....	6,376,000	6,376,000
Associated Electric & Gas Insurance Services Limited.....	800,000	800,000
Bank Austria Cayman Islands, Ltd.....	8,800,000	8,800,000
Baptist Health of South Florida.....	407,000	407,000
BBT Fund, L.P.....	16,000,000	16,000,000
Bear, Stearns & Co. Inc.(1).....	5,000,000	5,000,000
Black Diamond Offshore, Ltd.....	281,000	281,000
BNP Paribas Equity Strategies.....	13,845,000	13,845,000
BNP Cooper Neff Convertible Strategies Fund, L.P.....	1,155,000	1,155,000
Boilermakers Blacksmith Pension Trust.....	1,075,000	1,075,000
Boston Museum of Fine Arts.....	170,000	170,000
Boulder II Limited.....	6,762,000	6,762,000

Convertible Senior Notes

Selling Securityholder	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold
BP Amoco PLC Master Trust.....	2,162,000	2,162,000
BT Equity Opportunities.....	4,000,000	4,000,000
BT Equity Strategies.....	1,500,000	1,500,000
C&H Sugar Company, Inc.....	385,000	385,000
Canyon Capital Arbitrage Master Fund, Ltd.	5,400,000	5,400,000
Canyon Capital Realization (Cayman), Ltd.....	22,925,000	22,925,000

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Capital Guardian Global Convertible Fund #011.....	290,000	290,000
Chrysler Corporation Master Retirement Trust.....	3,300,000	3,300,000
CIBC World Markets.....	3,595,000	3,595,000
CIBC World Markets (International) Arbitrage Corp.....	4,000,000	4,000,000
Citi JL, Ltd.	117,000	117,000
Clinton Riverside Convertible Portfolio Limited.....	7,000,000	7,000,000
Common Fund Event Driven Company 6.....	107,000	107,000
Conseco Fund Group - Convertible Securities Fund.....	1,000,000	1,000,000
DeAM Convertible Arbitrage Fund, Ltd.....	2,200,000	2,200,000
Deephaven Domestic Convertible Trading Ltd.....	16,250,000	16,250,000
Delaware PERS.....	1,550,000	1,550,000
Delta Airlines Master Trust (c/o Oaktree Capital Management, LLC).....	1,440,000	1,440,000
Delta Pilots D&S Trust.....	440,000	440,000
D.E. Shaw Valence, L.P.....	1,600,000	1,600,000
D.E. Shaw Investments, L.P.....	400,000	400,000
Deutsche Bank Securities Inc.....	24,300,000	24,300,000
Double Black Diamond Offshore, LDC.....	1,168,000	1,168,000
Duckbill & Co.....	2,500,000	2,500,000
Engineers Joint Pension Fund.....	700,000	700,000
Enterprise Convertible Security Fund.....	101,000	101,000
Evergreen Equity Income Fund.....	7,000,000	7,000,000
F.R. Convrt Sec. Fn.	85,000	85,000
Family Service Life Insurance Company.....	300,000	300,000
Federated American Leaders Fund Inc.....	18,500,000	18,500,000
Federated Equity Funds, on behalf of its		
Federated Capital Appreciation Fund.....	7,600,000	7,600,000

Selling Securityholder	Convertible Senior Notes	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold
Federated Equity Income Fund, Inc.	42,000,000	42,000,000
Federated Insurance Series, on behalf of its		
Federated American Leaders Fund II.....	2,400,000	2,400,000
Federated Insurance Series, on behalf of its		
Federated Equity Income Fund II.....	1,600,000	1,600,000
Fidelity Financial Trust: Fidelity Convertible Securities Fund.....	13,250,000	13,250,000
Fortis Series Fund, Inc. on behalf of its		
American Leaders Series.....	50,000	50,000
Gaia Offshore Master Fund Ltd.....	7,000,000	7,000,000
Gary Anderson Marital Living Trust.....	200,000	200,000
General Motors Employees Global Group Pension Trust...	3,500,000	3,500,000
General Motors Welfare Benefit Trust (LT - VEBA).....	2,500,000	2,500,000
Goldman, Sachs & Co.(1).....	57,673,000	57,673,000
Grace Brothers, Ltd.....	2,500,000	2,500,000

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Guardian Life Insurance Company of America.....	10,200,000	10,200,000
Guardian Pension Trust.....	400,000	400,000
Hawaiian Airline Pilots Retirement Plan.....	220,000	220,000
Hawaiian Airlines Employees Pension Plan - IAM.....	115,000	115,000
Hawaiian Airlines Pension Plan for Salaried Employees.....	25,000	25,000
HBK Master Fund L.P.....	46,000,000	46,000,000
HFR Master Fund, Ltd.....	200,000	200,000
Highbridge International LLC.....	25,900,000	25,900,000
Hotel Union and Hotel Industry of Hawaii.....	490,000	490,000
ICI American Holdings Trust.....	825,000	825,000
Island Holdings.....	50,000	50,000
ITG Inc.....	204,000	204,000
James Campbell Corporation.....	270,000	270,000
Jefferies & Company Inc.....	10,000	10,000
JMG Capital Partners, LP.....	10,500,000	10,500,000
Julius Baer Securities, Inc.....	450,000	450,000
KBC Financial Products USA.....	2,000,000	2,000,000
Lancer Securities Cayman Ltd.	800,000	800,000
Leonardo, L.P.....	11,950,000	11,950,000
Levco Alternative Fund, Ltd.	3,173,000	3,173,000
Lipper Convertibles, L.P.	12,000,000	12,000,000
Lumberman's Mutual Casualty.....	722,000	722,000
Lydian Overseas Partners Master Fund.....	35,000,000	35,000,000

Selling Securityholder	Convertible Senior Notes	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold
Mainstay Convertible Fund.....	7,500,000	7,500,000
Mainstay VP Convertible Portfolio.....	1,000,000	1,000,000
McMahan Securities Co. L.P.....	174,000	174,000
Merrill Lynch, Pierce Fenner & Smith, Inc.(1).....	450,000	450,000
Morgan Stanley & Co.(1).....	350,000	350,000
Morgan Stanley Dean Witter Convertible Securities Trust(1).....	3,000,000	3,000,000
Motion Picture Industry Health Plan - Active Member Fund.....	390,000	390,000
Motion Picture Industry Health Plan - Retiree Member Fund.....	90,000	90,000
Museum of Fine Arts, Boston.....	46,000	46,000
Nalco Chemical Company.....	260,000	260,000
Nationwide Separate Account Trust, on behalf of its Nationwide Equity Income Fund.....	800,000	800,000
Navigator Offshore Fund Ltd.....	1,597,000	1,597,000
Navigator Partners LP.....	690,000	690,000
Navigator Special Partners LP.....	213,000	213,000
Nicholas Applegate Convertible Fund.....	2,291,000	2,291,000

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Nomura International PLC London.....	9,000,000	9,000,000
Northern Income Equity Fund.....	1,000,000	1,000,000
OCM Convertible Trust.....	2,270,000	2,270,000
Ohio National Fund, Inc., on behalf of its Blue Chip Portfolio.....	50,000	50,000
Ohio National Fund, Inc., on behalf of its Equity Income Portfolio.....	130,000	130,000
Onex Industrial Partners Limited.....	3,350,000	3,350,000
Oppenheimer Convertible Securities Fund	6,000,000	6,000,000
OZ Master Fund, Ltd.....	6,000,000	6,000,000
Pacific Life Insurance Company.....	1,000,000	1,000,000
Palladin Securities LLC.....	500,000	500,000
Park Avenue Life Insurance Company.....	100,000	100,000
Parker-Hannifin Corporation.....	79,000	79,000
Partner Reinsurance Company Ltd.....	765,000	765,000
Pebble Capital, Inc.	1,350,000	1,350,000
Pell Rudman Trust Company.....	1,550,000	1,550,000
Peoples Benefit Life Insurance Company TEAMSTERS separate account.....	3,750,000	3,750,000
PGEP III LLC.....	500,000	500,000
PHEP IV, Inc.....	116,000	116,000
Physicians Life.....	549,000	549,000
PRIM Board.....	3,115,000	3,115,000
Primerica Life Insurance Company.....	1,503,000	1,503,000

Convertible Senior Notes

Selling Securityholder	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold
Principal Investors Fund, Inc. on behalf of its Partners Large Cap Blend Fund.....	40,000	40,000
Purchase Associates, L.P.....	1,103,000	1,103,000
Putnam Asset Allocation Funds - Balanced Portfolio....	447,000	447,000
Putnam Asset Allocation Funds - Conservative Portfolio.....	508,000	508,000
Putnam Convertible Income - Growth Trust.....	4,500,000	4,500,000
Putnam Convertible Opportunities and Income Trust.....	114,000	114,000
Queens Health Plan.....	85,000	85,000
R2 Investments, LDC.....	42,000,000	42,000,000
RCG Multi Strategy LP.....	300,000	300,000
Retail Clerks Pension Trust.....	3,000,000	3,000,000
Retail Clerks Pension Trust #2.....	2,000,000	2,000,000
Sage Capital.....	3,850,000	3,850,000
Salomon Smith Barney Inc.....	1,030,000	1,030,000
San Diego City Retirement.....	1,371,000	1,371,000
San Diego County Convertible.....	2,960,000	2,960,000
San Diego County Employees Retirement Association.....	1,900,000	1,900,000
Screen Actors Guild Pension Convertible.....	745,000	745,000

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Silvercreek Limited Partnership.....	3,038,000	3,038,000
St. Albans Partners Ltd.	5,000,000	5,000,000
Starvest Combined Portfolio.....	1,000,000	1,000,000
State Employees' Retirement Fund of the State of Delaware.....	1,720,000	1,720,000
State of Connecticut Combined Investment Funds.....	3,805,000	3,805,000
State of Oregon - Equity.....	5,025,000	5,025,000
State of Oregon/SAIF Corporation.....	9,785,000	9,785,000
SunAmerica Series Trust, on behalf of its Federated Value Portfolio.....	1,000,000	1,000,000
TCI Bresnan, LLC.....	0	N/A
TCID of Michigan, Inc.	0	N/A
TCW Group, Inc.	12,075,000	12,075,000
The Class IC Company, Ltd.	3,000,000	3,000,000
The Estate of James Campbell.....	356,000	356,000
The Travelers Indemnity Company.....	4,956,000	4,956,000
The Travelers Insurance Company - Life.....	2,548,000	2,548,000
The Travelers Insurance Company Separate Account TLAC.....	289,000	289,000

Convertible Senior Notes

Selling Securityholder	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold
The Travelers Life and Annuity Company.....	304,000	304,000
TQA Master Plus Fund, Ltd.	1,000,000	1,000,000
TQA Masterfund, Ltd.	3,650,000	3,650,000
Travelers Series Trust Convertible Bond Portfolio.....	400,000	400,000
Tribeca Investments LLC.....	27,500,000	27,500,000
UBS AG London Branch.....	14,000,000	14,000,000
UBS O'Connor LLC (f/b/o UBS Global Equity Arbitrage Master, Ltd.).....	10,000,000	10,000,000
UBS Warburg LLC.....	3,500,000	3,500,000
University of Rochester.....	43,000	43,000
Value Line Convertible Fund, Inc.	500,000	500,000
Value Realization Fund, LP.....	11,675,000	11,675,000
Van Kampen Harbor Fund.....	3,000,000	3,000,000
Vanguard Convertible Securities Fund, Inc.....	5,420,000	5,420,000
Viacom Inc. Pension Plan Master Trust.....	68,000	68,000
Wake Forest University.....	1,296,000	1,296,000
Wasserstein Perella Securities Inc.....	1,000,000	1,000,000
While River Securities L.L.C.....	5,000,000	5,000,000
Worldwide Transactions, Ltd.....	51,000	51,000
Writers Guild Convertible.....	435,000	435,000
Wyoming State Treasurer.....	1,496,000	1,496,000
Yield Strategies Fund I LP.....	1,000,000	1,000,000
ZCM/HFR Index Management, L.L.C. (f/k/a Zurich HFR Master Hedge Fund Index Ltd.).....	100,000	100,000

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Zeneca AG Products, Inc.	150,000	150,000
Zeneca Holdings Trust.....	375,000	375,000
Zurich HFR Master Hedge Fund Index LTD.....	3,200,000	3,200,000

- (1) These entities and/or their affiliates have provided, and may from time to time provide, investment banking services to Charter Communications, Inc. and its subsidiaries, including, among other things, acting as lead and/or co-manager with respect to offerings of debt and equity securities.
- (2) Represents the number of shares of Class A common stock for which the selling securityholders may exchange their Class A Preferred Units in CC VIII, LLC and an indeterminate number of shares issuable upon such exchange, as such number may be adjusted under certain circumstances.

SEE "RISK FACTORS" BEGINNING ON PAGE 3 OF THE PROSPECTUS TO READ ABOUT IMPORTANT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE CONVERTIBLE SENIOR NOTES OR SHARES OF OUR CLASS A COMMON STOCK.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of the prospectus or this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 1, 2001.