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CHARTER COMMUNICATIONS INC /MO/

Form 4 March 23, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

900

1. Name and Address of Reporting Person *

ALLEN PAUL G

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

CHARTER COMMUNICATIONS INC /MO/ [CHTR]

(Month/Day/Year)

505 FIFTH AVE SOUTH, SUITE

(First)

(Street)

(State)

(Month/Day/Year)

SEATTLE, WA 98104

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

03/22/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Instr. 8)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if TransactionNumber

5.

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

X__ 10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Issuer

below)

_X__ Director

Applicable Line)

5. Amount of

Securities

Following

Owned

Beneficially

X_ Officer (give title

Estimated average

burden hours per

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | (Instr. 3 and 4) | |
|---------------------|--|-------------------------|--------------------|----------------------------------|--|-----------------|------------------|----------------------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| | | | | | | | Class A | |

392,98

(3) (4)

Class A Performance S 1 (1) 03/22/2006 03/22/2006 08/01/2009(2) Common Program Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|----------|-------|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | |
| ALLEN PAUL G | | | | | | |
| 505 FIFTH AVE SOUTH | X | X | Chairman | | | |
| SUITE 900 | Λ | Λ | Chamman | | | |
| SEATTLE, WA 98104 | | | | | | |

Signatures

/s/ Gregory Landis, Attorney-in-Fact for Paul G. 03/23/2006 Allen

> **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).
- Vulcan, Inc., ("Vulcan") of which the Reporting Person is the sole shareholder, is party to an agreement effective March 22, 2006 (1) pursuant to which certain of its investment managers have a right to receive from Vulcan a performance-based fee based on the
- (2) Although this date may be earlier or later under certain circumstances pursuant to the terms of the Performance Program.

performance of certain assets including the Reporting Person's interests in the Issuer's Class A Common Stock.

- Represents: (1) 29,126,463 shares of Class A Common Stock of the Issuer; (2) 50,000 shares of Class B Common Stock of the Issuer (3) convertible at any time into Class A Common Stock of the Issuer on a 1-for-1 basis; and (3) 10,000 vested options to acquire shares of Class A Common Stock of the Issuer, Please also see Footnotes 4 and 5 for additional information.
 - In addition to the information described in Footnote 3, this number also represents: (1) 339,132,031 Class A and C Common Membership Units of Charter Communications Holding Company, LLC ("Holdco") held by corporations controlled by the Reporting Person, which
- (4) units are exchangeable at any time for Class B Common Stock of the Issuer on a 1-for-1 basis, which in turn are convertible at any time into Class A Common Stock of the Issuer on a 1-for-1 basis; and (2) the Subordinated Accreting Note (the "Note") further described in Footnote 5.
- (5) In addition to the information described in Footnotes 3 and 4, this number also represents the Note acquired by a corporation that is controlled by the Reporting Person in exchange for securities of a subsidiary of the Issuer, in settlement of a dispute between the Reporting Person, corporations controlled by the Reporting Person, the Issuer and certain subsidiaries of the Issuer, (i) whose holder may exchange the then-accreted value of the Note for membership units of Holdco, which units may be further converted into Class B Common Stock of the Issuer which may further be converted into shares of Class A Common Stock of the Issuer at any time and (ii) is

Reporting Owners 2

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exchangeable at the option of Holdco for membership units after February 28, 2009 under certain circumstances and is redeemable for cash by the issuer of the Note under certain circumstances. As of December 31, 2005, the Note represented 24,662,333 shares of Class A Common Stock of the Issuer.

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.