

CHARTER COMMUNICATIONS INC /MO/
 Form 3
 May 05, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Å Ramsey Lynne F
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/26/2005

3. Issuer Name and Ticker or Trading Symbol
 CHARTER COMMUNICATIONS INC /MO/ [CHTR]

4. Relationship of Reporting Person(s) to Issuer

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

C/O CHARTER COMMUNICATIONS, INC., Å 12405 POWERSCOURT DRIVE
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Senior Vice President - HR

ST. LOUIS, Å MO Å 63131
 (City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 2,950 | D | Å |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-------------------------------------|------------------|-----------------|----------------------|----------------------------|------------------------------|--|------------|
| Non-Qualified Employee Stock Option | Â (1) | 07/23/2012 | Class A Common Stock | 10,000 | \$ 2.85 | D | Â |
| Non-Qualified Employee Stock Option | Â (1) | 10/29/2012 | Class A Common Stock | 25,000 | \$ 1.11 | D | Â |
| Non-Qualified Employee Stock Option | Â (1) | 01/27/2014 | Class A Common Stock | 28,000 | \$ 5.17 | D | Â |
| Non-Qualified Employee Stock Option | Â (1) | 07/27/2014 | Class A Common Stock | 81,000 | \$ 3.16 | D | Â |
| Non-Qualified Employee Stock Option | Â (1) | 03/25/2015 | Class A Common Stock | 83,700 | \$ 1.53 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|--|---------------|-----------|------------------------------|---|-------|
| | Director | 10% Owner | Officer | | |
| Ramsey Lynne F C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131 | Â | Â | Â Senior Vice President - HR | Â | |

Signatures

Lynne F. Ramsey 05/05/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Grant under the Charter Communications, Inc. 2001 Stock Incentive Plan, 25% vest at the end of each of the first four years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.

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.