

CHARTER COMMUNICATIONS INC /MO/
Form 4
February 26, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*

Nathanson	Marc	B.
(Last)	(First)	(Middle)
c/o Mapleton Investments, LLC		
10900 Wilshire Boulevard		
(Street)		
Los Angeles,	California	90024
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Charter Communications, Inc. / CHTR

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

2/25/2003

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

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

7. 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	2/25/03		X		91,500	D	\$29.9375 (5)
Class A Common Stock							
Class A Common Stock	2/25/03		X		760,000	D	\$29.9375 (5)
Class A Common Stock							

FORM 4 (continued)

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

2.
Conver-

5.

7.

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1. Title of Derivative Security (Instr. 3)	2. Exercise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8) ----- Code V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Put Option (Right to Sell)	\$29.9375	(5) 2/25/03		X	91,500	FN6 FN6	Class A Common Stock 91,500
Put Option (Right to Sell)							
Put Option (Right to Sell)	\$29.9375	(5) 2/25/03		X	760,000	FN6 FN6	Class A Common Stock 760,000
Put Option (Right to Sell)							

Explanation of Responses:

1. By Blackhawk Holding Company, Inc. The reporting person disclaims beneficial ownership, except to the extent of his pecuniary interest therein.
2. By the Falcon Cable Trust. The reporting person disclaims beneficial ownership, except to the extent of his pecuniary interest therein.
3. By Falcon Holding Group, Inc. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein.
4. By the Nathanson Family Trust. The reporting person disclaims beneficial ownership except the extent of his pecuniary interest therein.
5. The exercise price includes interest thereon at a rate of 4.5% per year compounded annually.
6. The put options are exercisable from November 12, 2001 through the expiration date. Generally, the expiration date under the Put Agreement is the earlier of November 12, 2003 or the date of certain business combinations affecting the issuer's securities.

/s/ Michael K. Menerey

2/25/2003

**Signature of Reporting Person

Date

Michael K. Menerey as Attorney in Fact for
Marc B. Nathanson pursuant to a Power of
Attorney filed with a previous Form 4 filing.

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

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* 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) .

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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