

CHARTER COMMUNICATIONS, INC. /MO/
Form 4
May 07, 2014

FORM 4

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

OMB APPROVAL

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

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 *
Liberty Media Corp

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)
12300 LIBERTY BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2014

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

ENGLEWOOD, CO 80112
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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. 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price | | |
| Class A common stock, par value \$0.001 per share | 05/05/2014 | | P | 82,130 | A | \$ 137.478 (1) | 26,940,707 | I | Through Wholly-Owned Subsidiaries |
| Class A common stock, par value \$0.001 per share | 05/05/2014 | | P | 87,362 | A | \$ 138.274 (2) | 27,028,069 | I | Through Wholly-Owned Subsidiaries |

| | | | | | | | | |
|---|------------|---|---------|---|----------------------|------------|---|---|
| Class A common stock, par value \$.001 per share | 05/06/2014 | P | 194,423 | A | \$ 138.575 (3) | 27,222,492 | I | Through Wholly-Owned Subsidiaries |
| Class A common stock, par value \$.001 per share | 05/06/2014 | P | 170,175 | A | \$ 138.985 (4) | 27,392,667 | I | Through Wholly-Owned Subsidiaries |
| Class A common stock, par value \$.001 per share | 05/07/2014 | P | 117,452 | A | \$ 138.803 (5) | 27,510,119 | I | Through Wholly-Owned Subsidiaries |
| Class A common stock, par value \$.001 per share | 05/07/2014 | P | 245,303 | A | \$ 139.445 (6) | 27,755,422 | I | Through Wholly-Owned Subsidiaries |

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.

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|---|---|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Liberty Media Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112 | | | X | |

Signatures

LIBERTY MEDIA CORPORATION By: /s/ Richard N. Baer, Title: Senior Vice President
and General Counsel

05/07/2014

__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) The price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$136.94 to \$137.93 per share, inclusive. The Reporting Person undertakes to provide to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(2) The price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$137.94 to \$138.51 per share, inclusive. The Reporting Person undertakes to provide to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(3) The price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$137.71 to \$138.705 per share, inclusive. The Reporting Person undertakes to provide to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(4) The price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$138.71 to \$139.50 per share, inclusive. The Reporting Person undertakes to provide to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(5) The price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$138.11 to \$139.10 per share, inclusive. The Reporting Person undertakes to provide to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(6) The price is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$139.11 to \$139.78 per share, inclusive. The Reporting Person undertakes to provide to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

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.