

Howard Kevin D
 Form 4
 February 06, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Howard Kevin D

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP/CAO/Controller

(Last) (First) (Middle)
 C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/04/2019

STAMFORD, CT 06901
 (City) (State) (Zip)

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

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 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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	02/04/2019		S	D	\$ 341.8331	3,059	D
Class A Common Stock	02/04/2019		M ⁽¹⁾	A	\$ 39.13	8,711	D
Class A Common Stock	02/04/2019		S	D	\$ 343.6963	3,059	D

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Class A Common Stock	02/04/2019		<u>M</u> ⁽²⁾	7,533	A	\$ 60.96	10,592	D
Class A Common Stock	02/04/2019		S	7,533	D	\$ 342.9826 <u>(3)</u>	3,059	D

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

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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. Amount or Number of Shares
Stock Options	\$ 39.13	02/04/2019		<u>M</u> ⁽¹⁾	5,652	<u>(4)</u> 07/27/2020	Class A Common Stock	5,652
Stock Options	\$ 60.96	02/04/2019		<u>M</u> ⁽²⁾	7,533	<u>(5)</u> 04/26/2021	Class A Common Stock	7,533

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Howard Kevin D
C/O CHARTER COMMUNICATIONS, INC.
400 ATLANTIC STREET
STAMFORD, CT 06901

SVP/CAO/Controller

Signatures

/s/Kevin D.
Howard

02/06/2019

__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) Exercise of stock options granted 7/27/2010.
- (2) Exercise of stock options granted 4/26/2011.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.94 to \$343.31, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) On 7/27/2010, the reporting person was granted 22,605 stock options 25% to vest in four equal installments on each of the first four anniversaries of 7/27/2010. In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and number of stock options.
- (4) On 4/26/2011, the reporting person was granted 18,084 stock options 25% to vest in four equal installments on each of the first four anniversaries of 4/26/2011. In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and number of stock options.
- (5)

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.