

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

January 26, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
DiGeronimo Richard J2. Issuer Name and Ticker or Trading
SymbolCHARTER COMMUNICATIONS,
INC. /MO/ [CHTR]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

01/22/2015

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

EVP, Product and Strategy

C/O CHARTER
COMMUNICATIONS, INC., 400
ATLANTIC AVENUE

(Street)

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

STAMFORD, CT 06901

(City) (State) (Zip)

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	(D)	Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (3-year Cliff)	\$ 157.355	01/22/2015		A	22,805	01/22/2018 ⁽¹⁾ 01/22/2025	Class A Common Stock 22,805
Restricted Stock Units (3-year Cliff)	\$ 0 ⁽²⁾	01/22/2015		A	953	01/22/2018 ⁽³⁾ ⁽⁴⁾	Class A Common Stock 953

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DiGeronimo Richard J C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC AVENUE STAMFORD, CT 06901	EVP, Product and Strategy

Signatures

/s/Richard J.
DiGeronimo

01/25/2015

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).
- Stock Options granted on January 22, 2015 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will
- (1) vest on the third anniversary of the grant date, January 22, 2018. Such options will terminate 10 years from date of grant unless terminated sooner in accordance with the plan or grant agreement.
- (2) Restricted Stock Unit Grant - Price Not Applicable.
- (3) Restricted Stock Units granted on January 22, 2015 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will vest on the third anniversary of the grant date, January 22, 2018.
- (4) Not applicable

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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