

CHARTER COMMUNICATIONS, INC. /MO/
 Form 4
 November 06, 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)
 11/04/2014

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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)
 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 \$.001 per share | 11/04/2014 | | J ⁽¹⁾ | | 27,755,422 | D | \$ 0 0 |
| | | | | | | | Held through wholly-owned subsidiaries |

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

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Warrants (right to buy) | \$ 46.86 | 11/04/2014 | | J ⁽¹⁾ | 947,094 | 05/01/2013 ⁽²⁾ | 11/30/2014 | Class A Common Stock, par value \$.001 | 947,094 |
| Warrants (right to buy) | \$ 51.28 | 11/04/2014 | | J ⁽¹⁾ | 136,202 | 05/01/2013 ⁽²⁾ | 11/30/2014 | Class A Common Stock, par value \$.001 | 136,202 |

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, Senior Vice President and General Counsel

11/06/2014

__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) On November 4, 2014, the Reporting Person completed its previously announced spin-off (the "Spin-Off") of all of the outstanding shares of the common stock of its wholly-owned subsidiary Liberty Broadband Corporation. In connection with the Spin-Off, the Reporting Person's beneficial ownership of each the Class A Common Stock and Warrants was transferred to Liberty Broadband Corporation.
- (2) The warrants were immediately exercisable upon their acquisition by the Reporting Person on May 1, 2013.

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.