

CHARTER COMMUNICATIONS INC /MO/

Form 4

July 01, 2002

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to issuer (Check all Applicable)	
Allen Paul G.		Charter Communications, Inc. - CHTR		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Year 6/02 Chairman	
c/o Charter Communications, Inc.					
(Street)		5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
12405 Powercourt Drive				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (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	6/27/02	P		637,724	A	\$3.1393
Class A Common Stock	6/27/02	P		196,376	A	\$3.30

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Class A Common Stock	6/27/02	P	165,900	A	\$3.2730
Class A Common Stock	6/28/02	P	39,500	A	\$3.6448
Class A Common Stock	6/28/02	P	11,700	A	\$3.6812
Class A Common Stock	6/28/02	P	214,605	A	\$3.8973
Class A Common Stock	6/28/02	P	66,700	A	\$3.999
Class A Common Stock	6/28/02	P	91,588	A	\$4.00

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1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (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	6/28/02	P		36,700	A	\$4,0371		
Class A Common Stock	6/28/02	P		99,500	A	\$4.2382		
Class A Common Stock	6/28/02	P		93,756	A	\$4.2416		
Class A Common Stock	6/28/02	P		75,000	A	\$4.2367		
Class A Common Stock	6/28/02	P		144,997	A	\$4.2395		
Class A Common Stock	6/28/02	P		3,125,954	A	\$4.25	18,431,870	D

Explanation of Responses:

FORM 4 (continued)

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)	5. Number of Derivative Securities				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. Number of Ownership		11. Nature of Ownership (Instr. 4)
			Acquired (A)	Disposed of (D)	(Instr. 3, 4, and 5)	Beneficially Owned at End of Month (Instr. 4)				Direct (D) or Indirect (I) (Instr. 4)		

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Explanation of Responses:

**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.

/s/ JOSEPH FRANZI

July 1, 2002

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.

**Signature of Reporting Person
Joseph Franzi as
Attorney-in-Fact for Paul G. Allen pursuant to a Power of Attorney filed with the Reporting Person's Schedule 13G for Pathogenesis, Inc. on August 30, 1999 and incorporated by reference herein.

Date