

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

June 21, 2016

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

OMB APPROVAL

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Number: 3235-0287
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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 *
Winfrey Christopher L

(Last) (First) (Middle)

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

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolCHARTER COMMUNICATIONS,
INC. /MO/ [CHTR]3. Date of Earliest Transaction
(Month/Day/Year)
06/17/20164. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
EVP/Chief Financial Officer6. 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	(D)	Price

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

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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 Security (Instr. 3 and 4)
Performance Vesting Stock Options	\$ 221.25	06/17/2016		A	497,309	(1) 06/17/2026	Class A Common Stock 497,
Restricted Stock Units	(2)	06/17/2016		A	55,257	(3) (2)	Class A Common Stock 55,2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Winfrey Christopher L C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901	EVP/Chief Financial Officer

Signatures

/s/Christopher L.
Winfrey 06/21/2016
 **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 June 17, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan: 99,461 shares subject to the attainment of a \$289.76 per-share hurdle (with a 10-year term); 99,462 shares subject to the attainment of a \$364.97 per-share hurdle (with a 10-year term); 99,462 shares subject to the attainment of \$455.66 per-share hurdle (with a 10-year term); 99,462
- (1) shares subject to the attainment of a \$496.58 per-share hurdle (with a 10-year term); and 99,462 shares subject to the attainment of a \$564.04 per-share hurdle (with a 10-year term). One third of the stock options will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any options that have not vested within 6 years from the date of grant will be cancelled.
- (2) Restricted Stock Unit grant - price not applicable
- Restricted Stock Units granted on June 17, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 18,419 shares subject to the attainment of a \$455.66 per-share hurdle; 18,419 shares subject to the attainment of a \$496.58 per-share hurdle; and 18,419 shares subject to the attainment of a \$564.04 per-share hurdle (each with a six-year term). One third of the Restricted
- (3) Stock Units will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any Restricted Stock Units that have not vested within 6 years from the date of grant will be cancelled.

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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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