TIME WARNER CABLE INC.
Form 4
February 26, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TIME WARNER INC.

(Last) (First) (Middle)

ONE TIME WARNER CENTER

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TIME WARNER CABLE INC. [TWC]

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	02/24/2009		J(1)		746,000,000 (1)	D	(1)	746,000,000 (1)	I (5)	By Subsidiary
Class A Common Stock	02/25/2009		J(2)		826,000,000 (2) (3)	A	(3)	826,000,000 (2) (3)	D	
Class A Common Stock								3,287 (4)	I (5)	By Partnership

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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIME WARNER INC. ONE TIME WARNER CENTER NEW YORK, NY 10019		X		
WARNER COMMUNICATIONS INC. ONE TIME WARNER CENTER NEW YORK, NY 10019		X		

Signatures

Brenda C. Karickhoff, Senior Vice President of Time Warner, Inc.	02/26/2009
**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) 746,000,000 shares of Class A Common Stock of Time Warner Cable Inc., a Delaware corporation ("TWC"), and 75,000,000 shares of Class B Common Stock of TWC, were transferred by Warner Communications Inc., a Delaware corporation and a wholly owned subsidiary ("WCI") of Time Warner Inc., a Delaware corporation ("Time Warner") to Historic TW Inc., a Delaware corporation and a wholly owned subsidiary of Time Warner ("Historic TW"), in exchange for 41.407 shares of Series A Common Stock of WCI and 43.590 shares of Common Stock of WCI held by Historic TW, in connection with the legal and structural separation of TWC from Time Warner.

(2)

826,000,000 shares of Class A Common Stock of TWC were transferred by Historic TW to Time Warner in exchange for 35.070 shares of Common Stock of Historic TW held by Time Warner, in connection with the legal and structural separation of TWC from Time Warner. As a result of the transfer, Time Warner is the direct holder of 826,000,000 shares of Class A Common Stock of TWC.

(3) Includes 80,000,000 shares of Class A Common Stock of TWC issued by TWC to Historic TW in exchange for 14.1974 shares of Class B Common Stock of TW NY Cable Holding Inc., a Delaware corporation and a subsidiary of TWC ("TWNY"), in connection with the legal and structural separation of TWC from Time Warner.

(4) 3,287 shares of Class A Common Stock of TWC are held by Music Choice, a Pennsylvania partnership ("Music Choice") and a creditor of Adelphia Communications Corporation ("Adelphia"). Music Choice acquired the shares of Class A Common Stock of TWC through a distribution by Adelphia to its creditors in connection with Adelphia's plan of reorganization which occurred on February 13, 2007. WCI is a direct and indirect general partner of Music Choice. This filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act of 1934, as amended or otherwise, the beneficial owner of the shares of Class A Common Stock of TWC held by Music Choice. The Reporting Person disclaims beneficial ownership of the shares of Class A Common Stock of TWC held by Music Choice, except to the extent of its pecuniary interest therein.

(5) See Exhibit 99.1 - Joint Filer Information.

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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