KALKWARF KENT D Form 4 June 28, 2002

OMB APPROVAL
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GE COMMISSION
OWNERSHIP
es Exchange Act of 1934, Company Act of 1935 or any Act of 1940
16. Form 4 or Form 5
D.
(Middle)

FORM 4

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

[_] 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)

Name and Address of Reporting Person*

Ká		Kent	D.						
		(First)	(Middle)						
12	2405 Powerscourt Drive								
		(Street)							
St		МО	63131						
		(State)	(Zip)						
(Last) (First) (Middle) 12405 Powerscourt Drive (Street) St. Louis MO 63131									
3.	IRS or Social Security N	Tumber of Reporting Pe	rson, if an entity	(Voluntary)					
4.	Statement for Month/Year								
5.	If Amendment, Date of Or	iginal (Month/Year)							

6.	(Check all applicable)								
		Director Officer (giv	e title bel	⊙w)		10% Owner Other (speci	fy below)		
		Executive Vi	ce Presiden	t and Chief F	inanc	ial Officer			
7.	Individual or Joint/Group Filing (Check Applicable Line)								
[X] 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								
							4. Securities Ac Disposed of ((Instr. 3, 4	D) and 5)	
1. Title of (Instr. 3		_		Date (Month/Day/Year)		Code V			
Clas		Common Stock		6/13/02			6 , 000		
=====									

⁽¹⁾ Total number of Class A Common Stock owned at the end of the month includes 37,000 shares granted to the reporting person pursuant to the 2001 Stock Incentive Plan, which vest in 36 equal monthly installments commencing November 1, 2002, conditioned upon the grantee's continuous employment with Charter Communications, inc.

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

* If the form is filed by more than one reporting person, see Instruction $4\,(b)\,(v)$.

1 of 2 (OVER)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	Trans- action	action Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,				•	
Derivative	(Month/	•				Expira-		Number
Security (Instr. 3)	Day/ Year)		(A)		Exer- cisable	tion Date	Title	of Shares

Explanation of Responses:

/s/ Kent D. Kalkwarf

Kent D. Kalkwarf

**Signature of Reporting Person

June 28, 2002

Date

** 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 provided 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.

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