

CHARTER COMMUNICATIONS INC /MO/
Form 4
August 13, 2002

OMB APPROVAL

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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)

1. Name and Address of Reporting Person*

| | | |
|---|---------|----------|
| Kelly | Ralph | G. |
| ----- | ----- | ----- |
| (Last) | (First) | (Middle) |
| c/o Charter Communications, Inc 12405 Powerscourt Drive | | |
| ----- | | |
| (Street) | | |
| St. Louis | MO | 63131 |
| ----- | ----- | ----- |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

Charter Communications, Inc. - CHTR

3. IRS or Social Security Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

August 2002

5. If Amendment, Date of Original (Month/Year)

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 6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

Senior Vice President & Treasurer

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 7. 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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Amount | or | Price |
|---------------------------------------|---|---|--|--------|-----|-------|
| | | Code V | ----- | | | |
| | | | | | (A) | |
| | | | | | (D) | |

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

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**Signature of Reporting Person

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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