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MCCALL DAVID L Form 4 July 03, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

| FORM 4 | | | OMB NUMBER | 3235-0287 | | |
|-----------|--|----------------|---------------|--|--|--|
| | | | _ | DECEMBER 31, 2001 VERAGE BURDEN ESPONSE0.5 | | |
| | STATEMENT OF CHANG | ES IN BENEFIC | [AL OWNERSHI] | P | | |
| Fil | Led pursuant to Section 16(a) Section 17(a) of the Public U Section 30(f) of the | tility Holding | g Company Act | t of 1935 or | | |
| ok | neck this box if no longer subligations may continue. See I or Type Responses) | | | 4 or Form 5 | | |
| 1. Nã | ame and Address of Reporting P | erson* | | | | |
| McC | Call | David | L | | | |
| (Las | st) | (First) | (Midd | le) | | |
| | | Communications | | | | |
| | | (Street) | | | | |
| St. Louis | | МО | 63131 | | | |
| (Cit | -y) | (State) | (Zip |) | | |
| 2. Is | ssuer Name and Ticker or Tradi | ng Symbol | | | | |
| | Charter Commu | nications, Inc | c CHTR | | | |
| 3. IF | RS Identification Number of Re | porting Persor | n, if an ent | ity (Voluntary) | | |
| 4. St | atement for Month/Year | | | | | |
| | | June 2002 | | | | |
| 5. If | Amendment, Date of Original | (Month/Year) | | | | |
| | elationship of Reporting Perso Check all applicable) | n(s) to Issuer | : | | | |
| _] {] | = - | [] [_] | | ecify below) | | |

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| Senior Vice President of Operations-Eastern Division | | | | | | | | |
|---|--|------------|--|-----------|-------|--|--|--|
| 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | | |
| [X] Form filed by One Reporting | | | | | | | | |
| | == | | | | | | | |
| | TABLE I NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED | | | | | | | |
| | | | 4. | -= | | | | |
| | 2. | | Securities Acquired Disposed of (D) (Instr. 3, 4 and 5 | | | | | |
| 1. | | (Instr. 8) | | (A) | Price | | | |
| Title of Security (Instr. 3) | (Month/Day/ Year) | Code V | | or (D) | | | | |
| Class A Common Stock | 6/14/02 | Р | 1,000 | A | | | | |
| Class A Common Stock | | P | 1,000 | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
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| | | | | | | | | |
| | | | | | | | | |

(1) Total number of Class A Common Stock owned at the end of the month includes 26,250 shares restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan which vest in 36 equal monthly installments commencing December 1, 2002, conditioned upon the reporting person continuous employment with Charter Communications, Inc.

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

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

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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| | 2. | | | | | | | | | |
|------------|---------|---------|----------|-------------|--------------|------------------|----------|------------|----------|----|
| | Conver- | | | 5. | | | | 7. | | |
| | sion | | | Number o | οf | | | Title and | d Amount | |
| | or | | | Derivati | ive | 6. | | of Underl | lying | 8. |
| | Exer- | | 4. | Securiti | ies | Date | | Securities | | Pr |
| | cise | 3. | Trans- | Acquired | Acquired (A) | | ble and | (Instr. 3 | 3 and 4) | of |
| | Price | Trans- | action | or Disposed | | Expiration Date | | | | De |
| 1. | of | action | Code | of(D) | | (Month/Day/Year) | | | Amount | at |
| Title of | Deriv- | Date | (Instr. | (Instr. 3, | | | | | or | Se |
| Derivative | ative | (Month/ | 8) | 4 and 5) | | Date | Expira- | | Number | it |
| Security | Secur- | Day/ | | | | Exer- | tion | | of | (I |
| (Instr. 3) | ity | Year) | Code V | (A) | (D) | cisable | Date | Title | Shares | 5) |
| | | | | | | | | | | |
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^{**} 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.

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.

/s/ David L. McCall
David L. McCall
**Signature of Reporting Person

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