

CHARTER COMMUNICATIONS INC /MO/
 Form 4/A
 December 23, 2004

FORM 4

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

OMB APPROVAL

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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 *
VOGEL CARL E

(Last) (First) (Middle)

CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE

(Street)

ST. LOUIS, MO 63104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHARTER COMMUNICATIONS INC /MO/ [CHTR]

3. Date of Earliest Transaction
 (Month/Day/Year)
06/21/2002

4. If Amendment, Date Original Filed(Month/Day/Year)
07/01/2002

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 06/21/2002 | | P | 5,000 | A \$ 4.65 | 55,000 ⁽¹⁾ | D |
| Class A Common Stock | 06/21/2002 | | P | 5,000 | A \$ 4.6 | 60,000 ⁽¹⁾ | D |
| Class A Common Stock | 06/21/2002 | | P | 5,000 | A \$ 4.58 | 65,000 ⁽¹⁾ | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|------------|------------------------|---|
| Class A Common Stock | 06/21/2002 | | P | 10,000 | A | \$ 4.55 | 75,000 ⁽¹⁾ | D |
| Class A Common Stock | 06/21/2002 | | P | 10,000 | A | \$ 4.5 | 85,000 ⁽¹⁾ | D |
| Class A Common Stock | 06/21/2002 | | P | 5,000 | A | \$ 4.45 | 90,000 ⁽¹⁾ | D |
| Class A Common Stock | 06/21/2002 | | P | 4,100 | A | \$ 4.62 | 94,100 ⁽¹⁾ | D |
| Class A Common Stock | 06/21/2002 | | P | 3,500 | A | \$ 4.59 | 97,600 ⁽¹⁾ | D |
| Class A Common Stock | 06/21/2002 | | P | 2,400 | A | \$ 4.57 | 100,000 ⁽¹⁾ | D |

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

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(9-02)

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| 4.75% Convertible Senior Notes ⁽²⁾ | \$ 26.25 | 06/25/2002 | | P | \$ 250,000 | ⁽³⁾ 10/15/2005 | Class A Common Stock 9,520 |
| 5.75% Convertible Senior Notes | \$ 21.56 | 06/21/2002 | | P | \$ 500,000 | ⁽³⁾ 10/15/2005 | Class A Common Stock 23,190 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VOGEL CARL E CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63104 | X | | President and CEO | |

Signatures

Carl E. Vogel 12/23/2004

__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) 100,000 shares, the total number of shares of Class A Common Stock owned at the end of the month, includes 50,000 shares of restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan, of which 12,500 shares vested immediately and 37,500 shares which vest in 36 equal monthly installments commencing December 1, 2002, conditioned upon the grantee's continuous employment with Charter Communications, Inc.
 - (2) This amendment is being filed to correct the title of a portion of the notes purchased along with corresponding information relating to conversion price.
 - (3) Immediately.
 - (4) Badger Investments LLLP, a family limited liability limited partnership.

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.