

CHARTER COMMUNICATIONS, INC. /MO/
 Form 4
 February 17, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Rutledge Thomas

(Last) (First) (Middle)

C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2016

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	02/13/2016		F		36,417 (1) \$ 164.34 (2)	D	
Class A Common Stock	02/13/2016		F		37,096 (3) \$ 164.34 (2)	D	
Class A Common Stock	02/16/2016		M		55,450 (4) \$ 53.595	D	

Edgar Filing: CHARTER COMMUNICATIONS, INC. /MO/ - Form 4

- (2) Per-share value assigned to the shares withheld based on the average of the high and low trading prices on February 12, 2016.
- (3) Previously reported time-vesting restricted shares vested on February 13, 2016. Withholding of securities for the purpose of paying taxes.
- (4) Securities acquired upon exercise of all of the vested performance-vesting stock options with a \$125 and \$150 per share stock price target granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan.
- (5) Withholding of securities for the purpose of paying exercise price and taxes due upon exercise of stock options.
- (6) Per-share value assigned to the shares withheld based on the fair market value of the shares at the time the stock options were exercised on February 16, 2016.
- (7) Date exercisable varies for each vesting tranche.

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.