

Bickham John
Form 4
November 02, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bickham John

(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)
10/31/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President and COO

6. 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

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	10/31/2018		M		81,378 <u>(1)</u> <u>(2)</u>	A \$ 66.87 <u>(1)</u>	112,508	D <u>(3)</u>
Class A Common Stock	10/31/2018		S		81,378	D \$ 321.4664 <u>(4)</u>	31,130	D <u>(3)</u>
Class A Common Stock	10/31/2018		M		63,294 <u>(1)</u> <u>(5)</u>	A \$ 66.87 <u>(1)</u>	94,424	D <u>(3)</u>

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Class A				\$			
Common	10/31/2018	S	63,294	D	324.3069	31,130	D ⁽³⁾
Stock					<u>(6)</u>		

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)	Amount or Number of Shares
Performance Vesting Stock Options	\$ 66.87	10/31/2018		M	81,378 <u>(1)</u> <u>(2)</u>	<u>(2)</u> 04/30/2022	Class A Common Stock	81,378
Time Vesting Stock Options	\$ 66.87	10/31/2018		M	63,294 <u>(1)</u> <u>(5)</u>	<u>(5)</u> 04/30/2022	Class A Common Stock	63,294

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bickham John C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901			President and COO	

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for John
Bickham

11/02/2018

 **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) In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and performance targets (divided by .9042) and the number of options (multiplied by .9042).

Exercise of performance-vesting stock options granted on April 30, 2012; 25,000 stock options subject to the attainment of a \$125 per share hurdle (with a 4-year term); and 25,000 stock options subject to the attainment of a \$150 per-share hurdle (with a 4-year term);

- (2) Vesting schedule as follows: 25% first eligible to vest on April 30, 2013; 25% first eligible to vest on April 30, 2014; 25% first eligible to vest on April 30, 2015; and 25% first eligible to vest on April 30, 2016. As the grants vested before the Time Warner Cable Inc. transactions, the number of shares, exercise prices and performance targets in this footnote were not adjusted for purposes of this filing.

- (3) Includes shares held jointly with Kathy L. Bickham.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (4) \$320.00 to \$323.37, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (5) Exercise of time-vesting stock options granted on April 30, 2012. Options vest in 25% installments on each of the first four anniversaries of April 30, 2012.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (6) \$320.00 to \$325.87, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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