CHARTER COMMUNICATIONS, INC. /MO/
Form 4
December 24, 2015

# FORM 4

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

**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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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 *
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)
12/22/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | 12/22/2015 | | M | | 166,350 (1) | A | $ 53.595 | 561,994 | D | |
| Class A Common Stock | 12/22/2015 | | F | | 106,225 (2) | D | $ 180.99 (3) | 455,769 | D | |
| Class A Common Stock | 12/22/2015 | | G | | 83,696 (4) | D | $ 0 | 372,073 | D | |

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

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SEC 1474 (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 Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou Numb Share |
| Performance Vesting Stock Options | $ 53.595 | 12/22/2015 | | M | | | 166,350 | (5) | 02/19/2016 | Class A Common Stock | 166, |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Rutledge Thomas<br>C/O CHARTER COMMUNICATIONS, INC.<br>400 ATLANTIC STREET<br>STAMFORD, CT 06901 | X | | President and CEO | |

# Signatures

| /s/ Daniel J. Bollinger as attorney-in-fact for Thomas M. Rutledge | 12/23/2015 |
|---|---|
| **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)** Securities acquired upon exercise of all of the vested performance-vesting stock options with a $125 or $150 per-share stock price target granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. These options had an expiration date in February 2016.

**(2)** Withholding of securities for the purpose of paying the exercise price and taxes due upon exercise of the stock options.

**(3)** 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 December 22, 2015.

**(4)** Gift to a non-profit charitable foundation pursuant to a 10b5-1 plan.

**(5)** The options, representing the right to purchase 110,900 shares of Class A Common Stock subject to the attainment of a $125 per-share stock price for a sixty-day period (with a 4-year term); and 110,900 shares of Class A Common Stock subject to the attainment of a $150 per-share stock price for a sixty-day period (with a 4-year term), vest as follows: (i) 25% were first eligible to vest on December 19, 2012; (ii) 25% were first eligible to vest on December 19, 2013; (iii) 25% were first eligible to vest on December 19, 2014; and (iv) 25% were first eligible to vest on December 19, 2015.

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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