

Lee Edgar
Form 4
May 03, 2013

FORM 4

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

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).

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 *
Lee Edgar

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 SOUTH GRAND AVE, 28TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2013

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

LOS ANGELES, CA 90071

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
CLASS A COMMON STOCK	05/01/2013		S	7,064,036 D \$ 95.5	2,000,000	I	See footnote (1) (6) (7)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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(5) The general partner of VOF is Oaktree Value Opportunities Fund GP, L.P. ("VOF GP"). The general partner of VOF GP is Oaktree Value Opportunities Fund GP Ltd. ("VOF GP Ltd.") The general partner of OCM V is OCM Opportunities Fund V GP, L.P. ("V GP"). The general partner of OCM VI is OCM Opportunities Fund VI GP, L.P. ("VI GP"). The general partner of OCM Delaware VII is OCM Opportunities Fund VII Delaware GP Inc. ("VII Delaware GP"). The sole shareholder of VII Delaware GP is OCM Opportunities Fund VII, L.P. ("Fund VII"). The general partner of Fund VII is OCM Opportunities Fund VII GP, L.P. ("Fund VII GP"). The general partner of Fund VII GP is OCM Opportunities Fund VII GP Ltd. ("Fund VII GP Ltd.").

(6) The general partner of OOI is Oaktree Fund GP, LLC ("GP"). Oaktree Fund GP I, L.P. ("GP I") is the managing member of GP, the general partner of V GP and VI GP and the sole shareholder of VOF GP Ltd. and Fund VII GP Ltd. The general partner of GP I is Oaktree Capital I, L.P. ("Capital I"). The general partner of Capital I is OCM Holdings I, LLC ("Holdings I"). The managing member of Holdings I is Oaktree Holdings, LLC ("Holdings"). The managing member of Holdings is Oaktree Capital Group, LLC ("OCG"). The duly elected manager of OCG is Oaktree Capital Group Holdings GP, LLC.

(7) Edgar Lee is an officer or its equivalent of GP I (the managing member of GP, the general partner of V GP and VI GP and the sole shareholder of VOF GP Ltd. and Fund VII GP Ltd), who served as a director appointed on behalf of OOI. These securities may be deemed beneficially owned by Mr. Lee by virtue of his being an officer (or its equivalent) of GP I, and Mr. Lee disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein and the inclusion of these securities in this Form 4 shall not be deemed an admission that Mr. Lee has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

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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