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CHARTER COMMUNICATIONS INC /MO/
Form 8-K
May 24, 2001

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 23, 2001

CHARTER COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

Commission File Number

43-1857213

(Federal Employer
Identification Number)

12444 Powerscourt Drive - Suite 400
St. Louis, Missouri

(Address of Principal Executive Offices)

(Registrant's telephone number, including area code)

63131

(Zip Code)

(314) 965-0555

Item 5. Other Items.

On May 23, 2001, Charter Communications, Inc. announced the pricing of its issuance of approximately 52.4 million shares of Class A common stock, and \$550 million of Convertible Senior Notes due 2006. A copy of the press release is being filed as Exhibit 99.1 with this report.

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Item 7. Exhibits

Press release dated May 23, 2001.*

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
a registrant

Dated May 24, 2001

By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Executive Vice President and
Chief Financial Officer
(Principal Financial Officer
and Principal Accounting
Officer)

Exhibit Index

| Exhibit Number ----- | Description ----- |
|----------------------------|-----------------------------------|
| 99.1 | Press release dated May 23, 2001. |