

CHARTER COMMUNICATIONS, INC. /MO/
Form 4
May 23, 2012

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 *
Oaktree Opportunities Investments, L.P.

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 AVENUE, 28TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2012

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 Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
CLASS A COMMON STOCK	05/22/2012		S	154,117 D \$ 64.6	16,579,702	D	(1) (2) (3) (4) (5)
CLASS A COMMON STOCK	05/23/2012		S	99,666 D \$ 63.575	16,480,036	D	(1) (2) (3) (4) (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Opportunities Investments, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Fund GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OAKTREE FUND GP I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		
Oaktree Capital I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OCM HOLDINGS I, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X	X		
OAKTREE HOLDINGS, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR	X	X		

LOS ANGELES, CA 90071

Oaktree Capital Group, LLC
 333 SOUTH GRAND AVENUE
 28TH FLOOR
 LOS ANGELES, CA 90071

X X

Oaktree Capital Group Holdings GP, LLC
 333 SOUTH GRAND AVENUE
 28TH FLOOR
 LOS ANGELES, CA 90071

X X

Signatures

See signatures included in
 Exhibit 99.1

05/23/2012

__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).

The amount reported includes an aggregate of (a) 16,579,702 shares of the Class A Common Stock of which Oaktree Opportunities

(1) Investments, L.P. ("OOI") is the direct owner on May 22, 2012 and (b) 16,480,036 shares of Class A Common Stock of which OOI is the direct owner of on May 23, 2012.

The general partner of OOI is Oaktree Fund GP, LLC ("GP"). The managing member of GP is Oaktree Fund GP I, L.P. ("GP I"). 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").

(2) 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 ("OCGH GP" and collectively with OOI, GP, GP I, Capital I, Holdings I, OCG and Holdings, the "Reporting Persons"). (cont'd in FN 3)

OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, John B. Frank, David M. Kirchheimer, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan and Kevin L. Clayton (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed indirect beneficial owners of the securities reported herein.

(3) Except to the extent of their respective pecuniary interest, each OCGH GP Member disclaims beneficial ownership of the securities reported herein, and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this Form 4. (cont'd from FN 2)

The Reporting Persons may be deemed directors by virtue of (i) Bruce A. Karsh and Edgar Lee, both of whom are officers or their

(4) equivalents of GP I, the managing member of the general partner of OOI, who serve as directors appointed on behalf of OOI or (ii) their being assignees of all economic, pecuniary and voting rights of such director's compensation.

Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities

(5) covered by this statement except to the extent of such person's pecuniary interest therein, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person. Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

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.