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BARFORD DAVID G Form 4 July 03, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM	4		OMB NUMBE	OMB APPROVAL R 3235-0287			
			ESTIMATED	DECEMBER 31, 2001 AVERAGE BURDEN RESPONSE0.5			
	STATEME	ENT OF CHANGES IN BENE	EFICIAL OWNE	RSHIP			
	Section 17(a) of t	ction 16(a) of the Sec the Public Utility Hol O(f) of the Investment	lding Compan	y Act of 1935 or			
		o longer subject to S tinue. See Instruction		Form 4 or Form 5			
1.	Name and Address of	Reporting Person*					
	Barford	David		G.			
(Last)	(First)	(1	 Middle)			
	C	c/o Charter Communicat 12405 Powerscourt	•				
		(Street)					
	St. Louis	МО		63131			
(City)	(State)		(Zip)			
2.	Issuer Name and Ticker or Trading Symbol						
	Ch	narter Communications,	, Inc CHT	R			
3.	IRS Identification N	Number of Reporting Pe	erson, if an	Entity (Voluntary)			
4.	Statement for Month/	[/] Year					
		June 2002					
5.	If Amendment, Date of Original (Month/Year)						
6.	Relationship of Repo	orting Person(s) to Is Le)	ssuer				
	[_] Director [X] Officer (give t	citle below)	[] 10% O	wner (specify below)			

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	Executive Vice Presi	ldent and Chief Op	perating Offic	er				
7.	Individual or Joint/Group Filing (Check applicable line)							
	[X] Form filed by One Reporting Person [_] Form filed by More than One Reporting Person							
====	TABLE T. NON DEDIVITE			======================================	==			
	TABLE I NON-DERIVATI	ENEFICIALLY OWNED						
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/		4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)		(A) or		
				Amount	(A) or			
		Year)	Code V		(D)			
Clas	s A Common Stock	6/20/02	P	1,500	A	5.07		

- (1) Total number of Class A Common Stock beneficially owned at the end of the month includes 37,500 shares restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan which vest in 36 equal monthly installments commencing November 1, 2002, conditioned upon the reporting person continuous employment with Charter Communications, Inc.
- (2) Barford Family Trust.

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

* If the Form is filed by more than one Reporting Person, see

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Instruction 4(b)(v).

2.

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

	Conversion or Exercise 3. Price Transof action		4. Trans- action	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr of De
1.			Code			-	(Month/Day/Year)		Amount	at
Title of	Deriv-	Date	(Instr.		3,	· ·			or	Se
Derivative	ative	(Month/	8)	4 and 5)	,	Date	Expira-		Number	it
Security	Secur-	Day/				Exer-	tion		of	(I
(Instr. 3)	ity	Year)	Code V	(A)	(D)	cisable	Date	Title	Shares	5)

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.

/s/ David G. Barford July 3, 2002
----David G. Barford
**Signature of Reporting Person

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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).