

TIME WARNER CABLE INC.
Form 4
April 16, 2009

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 *
WAYNE PACE

2. Issuer Name and Ticker or Trading Symbol
TIME WARNER CABLE INC.
[TWC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2009

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

C/O TIME WARNER CABLE INC., 60 COLUMBUS CIRCLE, 16TH FLOOR

(Street)

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

NEW YORK, NY 10023

(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			
Common Stock, par value \$.01 per share	03/31/2009		J	6.723 (1) D 24.945 (1)	58.546	I	By Savings Plan
Common Stock, par value \$.01 per share	04/01/2009		J	3.361 (1) D 24.542 (1)	55.185	I	By Savings Plan
Common Stock, par	04/02/2009		J	8.404 (1) D 25.533	46.781	I	By Savings

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr			
			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
WAYNE PACE C/O TIME WARNER CABLE INC. 60 COLUMBUS CIRCLE, 16TH FLOOR NEW YORK, NY 10023	X			

Signatures

Susan A. Waxenberg, Attorney in Fact	04/16/2009
**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) Amount disposed of represents an estimate of shares of the Issuer's common stock attributed to the Reporting Person's account in the Time Warner Savings Plan, a qualified employee benefit plan, as a result of the Reporting Person's interest in Time Warner common stock held therein at the time of the Spin-off Dividend. The sales were directed by an independent fiduciary appointed by Time Warner Inc. to direct the sale of the Issuer's common stock issued to the trust under the Time Warner Savings Plan in the Spin-off Dividend. The independent fiduciary directed multiple sales over a period of ten business days from 3/31/09 to 4/14/09. The price reported in Column 4 reflects the weighted average of the daily sales price. The Reporting Person hereby undertakes to provide upon request by the staff of the SEC, the Issuer or a security holder of the Issuer, full information as provided by the trustee regarding the number of shares and prices at which each transaction was effected.
- (2) Amount disposed of represents a fractional share of the Issuer's common stock that resulted from the Spin-Off Dividend ratio. In lieu of issuing fractional shares of the Issuer's common stock in the Spin-Off Dividend, Time Warner Inc. (or its agent) aggregated and sold the fractional shares in the open market with the net proceeds distributed pro rata in cash. Amount included in column 5 reflects 19,694 shares of the Issuer's common stock not previously reported that were received by the Reporting Person as a result of the Spin-Off Dividend in a transaction exempt pursuant to Section 16a-9 under the Securities Exchange Act of 1934.

Remarks:

On March 12, 2009, the Issuer (a) paid a cash dividend of \$10.27 per share to all holders of record of its Class A common stock.

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.