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CHARTER COMMUNICATIONS INC /MO/  
Form 8-K  
January 09, 2002

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): January 8, 2002

CHARTER COMMUNICATIONS, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

-----  
(State or Other Jurisdiction of Incorporation or Organization)

000-27927

43-1857213

-----  
(Commission File Number)

-----  
(Federal Employer Identification Number)

12405 Powerscourt Drive  
St. Louis, Missouri

63131

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

(314) 965-0555

-----  
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

On January 8, 2002, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, subsidiaries of Charter Communications, Inc., announced that they had entered into an agreement to sell \$350 million principal amount of 9.625% Senior Notes due 2009, \$300 million principal amount of 10.000% Senior Notes due 2011 and \$250 million of 12.125% Senior Discount Notes due 2012 with a principal at maturity of \$450 million (collectively, the "Notes"). The sale of the Notes will provide gross proceeds of approximately \$900 million.

The net proceeds of this issuance will be used to repay, but not to reduce permanently, indebtedness under the revolving credit facilities of the Company's subsidiaries with the remaining portion for general corporate purposes. The offering is expected to close on January 14, 2002.

A copy of the press release announcing the financing is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS

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Press release dated January 8, 2002.\*

\* filed herewith

SIGNATURES

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

CHARTER COMMUNICATIONS, INC.,  
Registrant

By: /s/ KENT D. KALKWARF

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

Dated: January 9, 2002

EXHIBIT INDEX

Exhibit Number -----	Description -----
99.1	Press release dated January 8, 2002.