

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(AMENDMENT NO. _____) 1

MEDIACOM COMMUNICATIONS CORPORATION

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

58446K105

(CUSIP Number)

FEBRUARY 3, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE the NOTES).

CUSIP No. 58446K105

13G

Page 2 of 7 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Rocco B. Commisso

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF
SHARES 5 SOLE VOTING POWER
288,149 - Class A (one vote per share)
37,491,882 - Class B (ten votes per share)

BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER
EACH 0

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON 288,149 - Class A
35,739,697 - Class B

WITH 8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

288,149 - Class A
37,491,882 - Class B

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

86.1% of aggregate voting power

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 58446K105

13G

Page 3 of 7 Pages

ITEM 1(a). NAME OF ISSUER:
Mediacom Communications Corporation

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
100 Crystal Run Road, Middletown, NY 10941

ITEM 2(a). NAME OF PERSON FILING:
Rocco B. Commisso

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
100 Crystal Run Road, Middletown, NY 10941

ITEM 2(c).

CITIZENSHIP:
USA

ITEM 2(d).

TITLE OF CLASS OF SECURITIES:
Class A Common Stock

ITEM 2(e).

CUSIP NUMBER:
58446K105

CUSIP No. 58446K105

13G

Page 4 of 7 Pages

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b),
OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

CUSIP No. 58446K105

13G

Page 5 of 7 Pages

ITEM 4.

OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

288,149 - Class A*, 37,491,882 - Class B**

(b) Percent of class:
86.1% of aggregate voting power

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
288,149 - CLASS A*, 37,491,882 - CLASS B**

(ii) Shared power to vote or to direct the vote:
0

(iii) Sole power to dispose or to direct the disposition of:
288,149 - CLASS A*, 35,739,697 - CLASS B***

(iv) Shared power to dispose or to direct the disposition of:
0

* Includes 38,149 shares of Class A common stock underlying options granted pursuant to the Issuer's 1999 Stock Option Plan (the "1999 Stock Option Plan").

** Each share of Class B common stock is convertible into one share of Class A common stock. Includes 1,421,879 shares of Class B common stock owned of record by other stockholders, for which Mr. Commisso holds and irrevocable proxy, representing all remaining shares of Class B common stock outstanding. Also includes 948,892 shares of Class B common stock underlying options granted to Mr. Commisso pursuant to the 1999 Stock Option Plan, 6,851,108 shares of Class B common stock underlying options granted to Mr. Commisso in exchange for membership units in Mediacom LLC, and 348,892 shares of Class B common stock underlying options granted to other executive and non-executive employees of the Issuer in exchange for membership units in Mediacom LLC, for which Mr. Commisso holds an irrevocable proxy.

***Each share of Class B common stock is convertible into one share of Class A common stock. Includes 948,892 shares of Class B common stock underlying options granted to Mr. Commisso pursuant to the 1999 Stock Option Plan and 6,851,108 shares of Class B common stock underlying options granted to Mr. Commisso in exchange for membership units in Mediacom LLC.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATION.

N/A

CUSIP No. 58446K105

13G

Page 7 of 7 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2001

(Date)

/s/Rocco B. Commisso

(Signature)

Rocco B. Commisso

(Name/Title)