## FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1.	Name and Addres	s of Reporti									
	Pascarelli		John		G.						
	(Last)		(First)		(Mido	lle)					
	c/o Mediacom Co 100 Crystal Run		•								
			(Street)								
	Middletown		New York		10941						
	(City)		(State)		(Zip)						
====== 2.	Issuer Name and			======	======	:=======					
======	Mediacom Commun				.======	.=======					
3.	I.R.S. Identifi entity (Vountar	cation Numbe									
4.	Statement for M		=========			:=======					
	October 2001		==========								
5.	If Amendment, D										
6.	Relationship of (Ch		erson(s) to Iss								
	[ ] Directo	r (give title	below) [								
	Senior Vice Pre		eting and Consu	mer Servi	ces						
<b></b> 7.	Individual or J		======== iling	=======	======	=======					
	[ X ] Form fil [ ] Form fil	ed by One Re ed by More t	porting Person han One Reporti	ng Persor	ı						
======	=======================================	=======	========	=======	:======						
		TABLE I -	NON-DERIVATIVE	SECURITIE	S ACQUIRE	ED, DISPOSED	OF, OR BENEFICIALLY	OW	NED		
	e of rity tr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	(A) C	ities Acc or Dispose Instr. 3,	d of	5. Amount of Securities Bene- ficially Owned at End of Month (Instr. 3 and 4)	6.	Owner- ship Form: Di- rect (D) or Indi- rect (I) (Instr. 4)		======================================
			Code V	Amount	(A) or (D)	Price		-		_	
Class A	Common Stock	10/24/01	J(1)	7,000	Α	(1)	47,000		D		
								•		-	
										-	

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

<sup>\*</sup>If the form is filed by more than one reporting person, SEE Instruction  $4(b)(\nu)\,.$ 

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

1.Title 2 of Deri- vative Secur- ity (Instr. 3)	.Conver- sion or Ex- ercise Price of Deri- vative Secur- ity	3.Trans- action Date (Month/ Day/ Year)	4.Trans- action Code (Instr. 8)	5.Number of Deri- vative Secur- ities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Exer- at	le - n/		nt nder- J  S	of Deri- vative Secur- ity (Instr. 5)	O.Number of Deri-vative Securities Bene-ficially Owned at End of Month (Instr. 4)	10.0wner- ship Form of Deri- vative Secur- ity: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Bene- ficial Owner- ship (Instr. 4)
Class B Common Stock	(2)	10/24/01	J(1)	7,000	(2)(3) No	(	Class A Common Stock	7,000	(1)	76,911	D	

## Explanation of Responses:

- The Reporting Person acquired 7,000 shares of Class A Common Stock from a third party in exchange for 7,000 shares of Class B Common Stock.
   Shares of Class B Common Stock convert into shares of Class A Common Stock in accordance with the terms of the Issuer's Restated Certificate of Incorporation on a one-for-one basis without payment of any conversion
- (3) The shares of Class B Common Stock are subject to vesting in five equal annual installments, which vesting period is deemed to have commenced on March 2, 1999.

/s/ John G. Pascarelli	November 9, 2001
**Signature of Reporting Person	Date

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

File three copies of this Form, one of which must be manually signed. If space provided is insufficient, SEE Instruction 6 for procedure. Note:

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.