

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MORRIS III WILLIAM S</u> (Last) (First) (Middle) <u>C/O MORRIS COMMUNICATIONS CORP</u> <u>725 BROAD ST.</u> (Street) <u>AUGUSTA GA 30901</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MEDIACOM COMMUNICATIONS CORP</u> [MCCC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Director & Former 10% Owner</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/13/2009		A		10,000 ⁽¹⁾	A	\$0 ⁽²⁾	22,500	D	
Class A Common Stock	02/13/2009		D		28,309,674	D	\$0 ⁽³⁾	0	I	By Shivers Investments LLC

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$5.45 ⁽⁴⁾	02/13/2009		A		20,000 ⁽⁵⁾		02/13/2009	05/14/2009	Class A Common Stock	20,000	\$0 ⁽²⁾	83,000	D	

Explanation of Responses:

- The securities represent previously reported restricted stock units which vested early on February 13, 2009.
- Not applicable
- Shivers Investments LLC exchanged the shares for 1000 shares of Shivers Communications Corporation.
- 15,000 at an exercise price of \$4.40 and 5,000 at an exercise price of \$8.59
- The securities represent previously reported options which vested early on February 13, 2009.

William S. Morris III 02/18/2009

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.