# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 8-K

#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): FEBRUARY 24, 2005

MEDIACOM COMMUNICATIONS CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE 0-29227 06-1566067 (State of incorporation) (Commission File No.) (IRS Employer Identification No.)

100 CRYSTAL RUN ROAD
MIDDLETOWN, NEW YORK 10941
(Address of principal executive offices)

Registrant's telephone number: (845) 695-2600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- $|\_|$  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- $|\_|$  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- $|\_|$  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- $|\_|$  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On February 24, 2005, Rocco B. Commisso, Chairman and Chief Executive Officer of Mediacom Communications Corporation (the "Registrant"), pursuant to authority granted to Mr. Commisso by the Compensation Committee of the Registrant and within the guidelines approved by the Compensation Committee, determined the compensation arrangements of the Registrant's named executive officers serving in such capacity as of December 31, 2004 (the "Named Executive Officers").

# ANNUAL BASE SALARY

The Chairman determined that the Named Executive Officers will receive the following base salaries, effective January 1, 2005.

Mark E. Stephan	Executive Vice President, Chief Financial Officer and Treasurer	\$ 280,000
John G. Pascarelli	Executive Vice President, Operations	\$ 270,000
Italia Commisso Weinand	Senior Vice President, Programming and Human Resources	\$ 220,000
Joseph E. Young	Senior Vice President, General Counsel and Secretary	\$ 220,000

Annually, each Named Executive Officer will have the choice to use a Registrant-owned/leased automobile or receive a \$10,000 benefit allowance.

## **BONUS**

The Chairman determined that the Named Executive Officers will receive the following bonus payments for performance in 2004.

Mark E. Stephan	Executive Vice President, Chief Financial Officer and Treasurer	\$ 50,000
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John G. Pascarelli	Executive Vice President, Operations	\$ 45,000
Italia Commisso Weinand	Senior Vice President, Programming and Human Resources	\$ 35,000
Joseph E. Young	Senior Vice President, General Counsel and Secretary	\$ 35,000

## STOCK OPTION GRANTS

The Chairman determined that the Named Executive Officers will receive the following stock option grants under the Registrant's 2003 Incentive Plan for performance in 2004 at an exercise price of \$5.42 per share, which was the closing price of the Registrant's Class A common stock on February 23, 2005. The options are subject to vesting in four equal installments commencing on February 24, 2006 and expire on February 24, 2011.

Mark E. Stephan	Executive Vice President, Chief	30,000
	Financial Officer and Treasurer	
John G. Pascarelli	Executive Vice President, Operations	35,000
Italia Commisso Weinand	Senior Vice President, Programming and	22,000
	Human Resources	
Joseph E. Young	Senior Vice President, General Counsel	22,000
	and Secretary	

# RESTRICTED STOCK UNIT GRANTS

The Chairman determined that the Named Executive Officers will receive the following restricted stock unit grants under the Registrant's 2003 Incentive Plan. The restricted stock units will vest on February 24, 2009.

Mark E. Stephan	Executive Vice President, Chief Financial Officer and Treasurer	130,000
John G. Pascarelli	Executive Vice President, Operations	130,000
Italia Commisso Weinand	Senior Vice President, Programming and	100,000
	Human Resources	
Joseph E. Young	Senior Vice President, General Counsel	100,000
	and Secretary	

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 24, 2005

MEDIACOM COMMUNICATIONS CORPORATION

By: /s/ Mark E. Stephan

Mark E. Stephan Executive Vice President, Chief Financial Officer and

Treasurer