

**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>REIFENHEISER THOMAS V</u> _____ (Last) (First) (Middle) <u>C/O MEDIACOM COMMUNICATIONS CORP</u> <u>100 CRYSTAL RUN RD</u> _____ (Street) <u>MIDDLETOWN NY 10941</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MEDIACOM COMMUNICATIONS CORP</u> [ <u>MCCC</u> ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year) <u>03/04/2011</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**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	03/04/2011 <sup>(1)</sup>		D		47,500	D	(2)(3)	0	D	

**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
Stock Options (Right to Buy)	\$8.03	03/04/2011		D			10,000	(4)	03/10/2014	Class A Common Stock	10,000	(4)	0	D	
Stock Options (right to buy)	\$5.85	03/04/2011		D			10,000	(5)	04/24/2011	Class A Common Stock	10,000	(5)	0	D	
Stock Options (right to buy)	\$5.68	03/04/2011		D			10,000	(6)	03/13/2012	Class A Common Stock	10,000	(6)	0	D	
Stock Options (right to buy)	\$8.59	03/04/2011		D			10,000	(7)	04/04/2017	Class A Common Stock	10,000	(7)	0	D	
Stock Options (right to buy)	\$4.4	03/04/2011		D			15,000	(8)	03/25/2018	Class A Common Stock	15,000	(8)	0	D	
Stock Options (right to buy)	\$4.26	03/04/2011		D			15,000	(9)	03/12/2019	Class A Common Stock	15,000	(9)	0	D	
Stock Options (right to buy)	\$4.92	03/04/2011		D			15,000	(10)	03/03/2020	Class A Common Stock	15,000	(10)	0	D	

**Explanation of Responses:**

- At a special meeting of stockholders of the Issuer held on March 4, 2011, the Issuer's stockholders adopted that certain Agreement and Plan of Merger, dated as of November 12, 2010, by and among the Issuer, JMC Communications LLC and Rocco B. Comisso (the "Merger Agreement").
- These securities are composed of 36,250 shares of Class A common stock and 11,250 restricted stock units (representing 11,250 shares of Class A common stock). Pursuant to the terms of the Merger Agreement, 36,250 shares of Class A common stock were converted into the right to receive a cash payment equal to \$8.75 per share of Class A common stock. Footnote 3 discusses the disposition of the restricted stock units.
- 3,750 restricted stock units vest on March 4, 2011, 3,750 restricted stock units vest on March 13, 2011 and 3,750 restricted stock units vest on March 4, 2012. Pursuant to the terms of the Merger Agreement, 11,250 restricted stock units were cancelled and the Reporting Person was entitled to promptly receive a cash payment equal to \$8.75 per share of Class A common stock.
- These options provided for vesting in two equal annual installments beginning March 11, 2005. Pursuant to the terms of the Merger Agreement, options to purchase 10,000 shares of Class A common stock were cancelled and the Reporting Person was entitled to promptly receive a cash payment equal to \$0.72 per share of Class A common stock.
- These options provided for vesting in two equal annual installments beginning April 25, 2006. Pursuant to the terms of the Merger Agreement, options to purchase 10,000 shares of Class A common stock were cancelled and the Reporting Person was entitled to promptly receive a cash payment equal to \$2.90 per share of Class A common stock.
- These options provided for vesting in two equal annual installments beginning March 14, 2007. Pursuant to the terms of the Merger Agreement, options to purchase 10,000 shares of Class A common stock

were cancelled and the Reporting Person was entitled to promptly receive a cash payment equal to \$3.07 per share of Class A common stock.

7. These options provided for vesting in two equal annual installments beginning April 5, 2008. Pursuant to the terms of the Merger Agreement, options to purchase 10,000 shares of Class A common stock were cancelled and the Reporting Person was entitled to promptly receive a cash payment equal to \$0.16 per share of Class A common stock.

8. These options provided for vesting in two equal annual installments beginning March 26, 2009. Pursuant to the terms of the Merger Agreement, options to purchase 15,000 shares of Class A common stock were cancelled and the Reporting Person was entitled to promptly receive a cash payment equal to \$4.35 per share of Class A common stock.

9. These options provided for vesting in two equal annual installments beginning March 13, 2010. Pursuant to the terms of the Merger Agreement, options to purchase 15,000 shares of Class A common stock were cancelled and the Reporting Person was entitled to promptly receive a cash payment equal to \$4.49 per share of Class A common stock.

10. These options provided for vesting in two equal annual installments beginning March 4, 2011. Pursuant to the terms of the Merger Agreement, options to purchase 15,000 shares of Class A common stock were cancelled and the Reporting Person was entitled to promptly receive a cash payment equal to \$3.83 per share of Class A common stock.

/s/ Thomas V. Reifenseiser      03/09/2011

\*\* 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.**