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. OMB APPROVAL OMB Number: 3235-0287 / / Expires: December 31, 2001 / Estimated average burden / hours per response..... 0.5 / U.S. SECURITIES AND EXCHANGE COMMISSION I FORM 4 I WASHINGTON, D.C. 20549 $[_]$ Check this box if no longer subject STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP to Section 16. Form 4 or Form 5 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 obligations may continue. See Instruction 1(b). (Print or Type Responses) Name and Address of Reporting Person* Van Loan Joseph (Last) (First) c/o Mediacom Communications Corporation, 100 Crystal Run Road (Street) Middletown New York 10941 (City) (State) (Zip) 2. Issuer Name and Ticker or Trading Symbol Mediacom Communications Corporation (MCCC) I.R.S. Identification Number of Reporting Person, if an entity (voluntary) Statement for Month/Year February 2000 If Amendment, Date of Original (Month/Year) Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Officer Director _ 10% Owner (give title below) (specify below) Senior Vice President, Technology 7. Individual or Joint/Group Filing (Check Applicable Line) _X__ 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 5. Amount of 1. Title 2. Trans- 3. Trans- 4. Securities Acquired (A) 6. Owner- 7. Nature οf action action or Disposed of (D) Securities ship of In-(Instr. 3, 4 and 5) Security Date Code Beneficially Form: direct (Instr. 3) (Month/ (Instr. 8) Owned at Direct Bene-End of (D) or ficial Day/ Month Indirect Owner-Code Amount (A) or (Instr. 3 and 4) (I) ship (Instr. 4) (D) (Instr. 4) A \$19.00 Class A Common Stock 2/4/00 P 4.000 4.000 D

		convertible securities)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)		5. Number of Deriv- ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		
			Code	V	(A)	(D)	
ss B Common Stock	(1)	2/9/00	J(2)		263,311		
ock Options (Right to Buy)	\$19.00	2/9/00	J(3)		64,610		
loyee Stock Options (Right	to Buy) \$19.00	2/3/00	Α		20,390	 	
ble IIDerivative Securiti (e.g., puts, calls, warrant	ies Acquired, Disp ts, options, conve	oosed of, or Beneficiall ertible securities)		Price 0	Number 10	Ouror 11	
uble IIDerivative Securiti (e.g., puts, calls, warrant	ies Acquired, Disp	oosed of, or Beneficiall	= 8. Les	Price 9 of Derivative Security (Instr. 5)	. Number 10 of Derivative Securities Beneficially Owned	Owner- 11. ship Form of De- rivative Securities Bene- ficially	direct Bene- ficial
uble IIDerivative Securiti (e.g., puts, calls, warrant	ies Acquired, Disp ts, options, conve 6. Date Exer- cisable and Expiration Date (Month/Day/	oosed of, or Beneficiall ertible securities) 7. Title and Amount of Underlying Securiti (Instr. 3 and 4)	= 8. es	of Deriv- ative Secur- ity (Instr.	of Deriv- ative Secur- ities Bene- ficially	ship Form of De- rivative Securities Bene-	ture of In- direct Bene- ficial Owner-
ble IIDerivative Securiti (e.g., puts, calls, warrant	ies Acquired, Disp ts, options, conve 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) Date Expira- Exer- tion cisable Date	oosed of, or Beneficiallertible securities) 7. Title and Amount of Underlying Securiti (Instr. 3 and 4) Amount or Title Number of Shares	8. es	of Deriv- ative Secur- ity (Instr. 5)	of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	ship Form of De- rivative Securities Bene- ficially Owned at End of Month(1) (Instr. 4)	ture of In- direct Bene- ficial Owner- ship (Instr
ble IIDerivative Securiti (e.g., puts, calls, warrant	ies Acquired, Disp ts, options, conve 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) Date Expira- Exer- tion cisable Date	oosed of, or Beneficially ertible securities) 7. Title and Amount of Underlying Securiti (Instr. 3 and 4) Amount or Title Number of	8. es	of Deriv- ative Secur- ity (Instr.	of Deriv- ative Secur- ities Bene- ficially Owned at End of Month	ship Form of De- rivative Securities Bene- ficially Owned at End of Month(1)	ture of In- direct Bene- ficial Owner- ship (Instr

Explanation of Responses:

⁽¹⁾ Each share of Class B Common Stock is convertible into one share of Class A Common Stock in accordance with the terms of the Issuer's Restated Certificate of Incorporation without payment of any conversion price.

⁽²⁾ The Reporting Person acquired the Class B Common Stock immediately prior to the consummation of the Issuer's initial public offering in exchange for membership units of a limited liability company based upon a price per share of \$19.00. 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

November 4,1997.

- (3) The Reporting Person acquired the Stock Options immediately prior to the consummation of the Issuer's initial public offering in connection with the amendment and the removal of a portion of a special allocation provision of the operating agreement of a limited liability company. The option is subject to vesting in five equal annual installments, which vesting period is deemed to. have commenced on November 4, 1997.
- (4) The option is subject to vesting in five equal annual installments beginning on February 3, 2000.

/s/ Joseph Van Loan 3/9/00
-----*Signature of Reporting Person Date

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

- * If this 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 provided is insufficient, see Instruction 6 for procedure.