

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

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1. Name and Address of Reporting Person*

| | | |
|---|---------|----------|
| Commisso | Rocco | B. |
| (Last) | (First) | (Middle) |
| c/o Mediacom Communications Corporation | | |
| 100 Crystal Run Road | | |
| (Street) | | |
| Middletown | NY | 10941 |
| (City) | (State) | (Zip) |

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2. Issuer Name and Ticker or Trading Symbol

Mediacom Communications Corporation - MCCC

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3. I.R.S. Identification Number of Reporting Person, if an entity (Vountary)

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4. Statement for Month/Year

October 2001

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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

| | |
|--|--|
| <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

Chairman and Chief Executive Officer

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7. Individual or Joint/Group Filing (Check Applicable Line)

| |
|--|
| <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| <input type="checkbox"/> Form filed by More than One Reporting Person |

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TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 3. Trans- action Code (Instr. 8) | V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|---|---|---|--|---|--|---|
| | | Code | | ----- (A) or (D) Price | | | |
| Class A Common Stock | 10/01/01 | J(1) | | 3,717 D (1) | | D | |
| Class A Common Stock | 10/24/01 | J(1) | | 7,000 D (1) | 25,680 | D | |
| | | | | | | | |
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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).

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) | 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--------------------------------|--|--|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | | | |
| Class B Common Stock | (2) | 10/01/01 | J(1) | 3,717 | (2) None | Class A Common Stock | 3,717 | (1) | | D |
| Class B Common Stock | (2) | 10/24/01 | J(1) | 7,000 | (2) None | Class A Common Stock | 7,000 | (1) | 28,164,017 | D |
| | | | | | | | | | | |
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Explanation of Responses:

- (1) The Reporting Person acquired an aggregate of 10,717 shares of Class B Common Stock from third parties in exchange for 10,717 shares of Class A Common Stock.
- (2) 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 price.

/s/ Rocco B. Comisso

 **Signature of Reporting Person

November 9, 2001

 Date

** 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.

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.