

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>COMMISSO ROCCO B</u> (Last) (First) (Middle) C/O MEDIACOM COMMUNICATIONS CORPORATION 100 CRYSTAL RUN ROAD (Street) MIDDLETOWN NY 10941 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MEDIACOM COMMUNICATIONS CORP [MCCC]</u>	5. 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) Other (specify below) <p style="text-align: center;">Chairman and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2011	
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	03/04/2011		D		652,243	D	(1)	0 ⁽¹⁾	D	
Class A Common Stock	03/04/2011		D		6,755	D	(2)(3)	0	I	By Spouse

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	Amount or Number of Shares				
Class B common stock	(4)	03/04/2011		D			25,789,722	(4)	(4)	Class A Common Stock	25,789,722	(1)	0 ⁽¹⁾	D	
Class B common stock	(4)	03/04/2011		D			1,000,000	(4)	(4)	Class A Common Stock	1,000,000	(1)	0 ⁽¹⁾	I	By wholly-owned subsidiary
Stock Options (right to buy)	\$6.94	03/04/2011		D			2,000	(5)	08/14/2013	Class A Common Stock	2,000	(5)	0	I	By Spouse

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 the Reporting Person (the "Merger Agreement"). At the effective time of the merger, each share of Class A common stock, each share of Class B common stock, each stock option and each restricted stock unit held by the Reporting Person was cancelled without any cash payment to the Reporting Person.
- These securities are composed of 2,755 shares of Class A common stock and 4,000 restricted stock units (representing 4,000 shares of Class A common stock). Pursuant to the terms of the Merger Agreement, 2,755 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.
- Pursuant to the terms of the Merger Agreement, 4,000 restricted stock units were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$8.75 per share of Class A common stock according to the vesting schedule provided in, and subject to the terms of, the applicable restricted stock unit agreement.
- Prior to the adoption of the Merger Agreement, each share of Class B common stock was convertible into one share of Class A common stock. The Class B common stock had no expiration date.
- These options provided for vesting in four equal annual installments beginning August 15, 2004. Pursuant to the terms of the Merger Agreement, options to purchase 2,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$1.81 per share of Class A common stock.

/s/ Rocco B. Commisso

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.

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