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 | FORM 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 +-----+ WASHINGTON, D.C. 20549

[] Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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 1934 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Pascarelli John G.

 (Last) (First) (Middle)

 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

3. I.R.S. or Social Security Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year January 2001

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

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

Director Officer 10% Owner Other
 (give title below) (specify below)

Senior Vice President, Marketing and Consumer Services

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

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			V	Amount	(A) or (D)			
Class A Common Stock	1/22/01	J(1)		40,000	A	(1)	40,000	D

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).

(Over)
SEC 1474 (796)

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)	
			Code	V	(A)	(D)
Class B Common Stock	(2)	1/22/01	J	(1)		40,000

Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

	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 (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(2)	(3)	None	Class A Common Stock	40,000	(2)	83,911	D

Explanation of Responses:

- (1) The Reporting Person acquired 40,000 shares of Class A Common Stock from a third party in exchange for 40,000 shares of Class B 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.
- (3) 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 March 2, 1999.

/s/ John G. Pascarelli 2/8/01

**Signature of Reporting Person 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.