

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>PASCARELLI JOHN G</u>  (Last) (First) (Middle) <u>C/O MEDIACOM COMMUNICATIONS CORP</u> <u>100 CRYSTAL RUN ROAD</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. V.P., Operations</u>
	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 <input type="checkbox"/> 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		284,693	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					
Stock Options (right to buy)	\$7.58	03/04/2011		D		40,000		(4)	11/28/2013	Class A Common Stock	40,000	(4)	0	D
Stock Options (right to buy)	\$8.02	03/04/2011		D		20,000		(5)	02/25/2014	Class A Common Stock	20,000	(5)	0	D
Stock Options (right to buy)	\$5.66	03/04/2011		D		30,000		(6)	03/01/2012	Class A Common Stock	30,000	(6)	0	D
Stock Options (right to buy)	\$8	03/04/2011		D		40,000		(7)	02/23/2017	Class A Common Stock	40,000	(7)	0	D
Stock Options (right to buy)	\$4.37	03/04/2011		D		57,000		(8)	03/02/2018	Class A Common Stock	57,000	(8)	0	D
Stock Options (right to buy)	\$3.88	03/04/2011		D		80,000		(9)	11/12/2018	Class A Common Stock	80,000	(9)	0	D
Stock Options (right to buy)	\$3.95	03/04/2011		D		102,000		(10)	02/26/2019	Class A Common Stock	102,000	(10)	0	D
Stock Options (right to buy)	\$4.79	03/04/2011		D		66,000		(11)	03/02/2020	Class A Common Stock	66,000	(11)	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 141,193 shares of Class A common stock and 143,500 restricted stock units (representing 143,500 shares of Class A common stock). Pursuant to the terms of the Merger Agreement, 141,193 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, 143,500 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.
- These options provided for vesting in four equal annual installments beginning November 28, 2004. Pursuant to the terms of the Merger Agreement, options to purchase 40,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$1.17 per share of Class A common stock.
- These options provided for vesting in three equal annual installments beginning February 25, 2005. Pursuant to the terms of the Merger Agreement, options to purchase 20,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$0.73 per share of Class A common stock.

6. These options provided for vesting in four equal annual installments beginning March 1, 2007. Pursuant to the terms of the Merger Agreement, options to purchase 30,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$3.09 per share of Class A common stock.
7. These options provided for vesting in four equal annual installments beginning February 23, 2008. Pursuant to the terms of the Merger Agreement, options to purchase 40,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$0.75 per share of Class A common stock.
8. These options provided for vesting in four equal annual installments beginning March 2, 2009. Pursuant to the terms of the Merger Agreement, options to purchase 42,750 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.38 per share of Class A common stock and options to purchase 14,250 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.38 per share of Class A common stock in accordance with the vesting schedule provided in, and subject to the terms of, the applicable option agreement.
9. These options will vest on November 12, 2012. Pursuant to the terms of the Merger Agreement, options to purchase 80,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.87 per share of Class A common stock on November 12, 2012 subject to the terms of the applicable option agreement.
10. These options provided for vesting in four equal annual installments beginning February 26, 2010. Pursuant to the terms of the Merger Agreement, options to purchase 51,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.80 per share of Class A common stock and options to purchase 51,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.80 per share of Class A common stock in accordance with the vesting schedule provided in, and subject to the terms of, the applicable option agreement.
11. These options provided for vesting in four equal annual installments beginning March 2, 2011. Pursuant to the terms of the Merger Agreement, options to purchase 16,500 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$3.96 per share of Class A common stock and options to purchase 49,500 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$3.96 per share of Class A common stock in accordance with the vesting schedule provided in, and subject to the terms of, the applicable option agreement.

/s/ John G. Pascarelli

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.**