

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 23, 2007

MEDIACOM COMMUNICATIONS CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

0-29227
(Commission File No.)

06-1566067
(IRS Employer
Identification No.)

100 Crystal Run Road
Middletown, New York 10941
(Address of principal executive offices)

Registrant's telephone number: (845) 695-2600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 23, 2007, the Compensation Committee of Mediacom Communications Corporation (the "Registrant") approved the compensation arrangements of the Registrant's named executive officers serving in such capacity as of December 31, 2005 (the "Named Executive Officers").

Annual Base Salary

The Compensation Committee approved for the Named Executive Officers the following base salaries, effective January 1, 2007:

Mark E. Stephan Executive Vice President and Chief Financial Officer	\$ 330,000
--	------------

John G. Pascarelli Executive Vice President, Operations	\$ 320,000
---	------------

Italia Commisso Weinand Senior Vice President, Programming and Human Resources	\$ 245,000
--	------------

Joseph E. Young Senior Vice President, General Counsel and Secretary	\$ 245,000
--	------------

Annually, each Named Executive Officer will have the choice to use a Registrant-owned/leased automobile or receive a \$10,000 benefit allowance.

Bonus

The Compensation Committee approved for the Named Executive Officers the following bonus payments for performance in 2006:

Mark E. Stephan	\$ 120,000
John G. Pascarelli	\$ 110,000
Italia Commisso Weinand	\$ 80,000
Joseph E. Young	\$ 80,000

Stock Option Grants

The Compensation Committee approved for the Named Executive Officers the following stock option grants under the Registrant's 2003 Incentive Plan for performance in 2006 at an exercise price of \$8.00 per share, which was the closing price of the Registrant's Class A common stock on February 23, 2007.

Mark E. Stephan	40,000
John G. Pascarelli	40,000
Italia Commisso Weinand	28,000
Joseph E. Young	28,000

The options are subject to vesting in four equal annual installments, commencing on February 23, 2008, and expire on February 22, 2017.

Restricted Stock Unit Grants

The Compensation Committee approved for the Named Executive officers the following restricted stock unit grants under the Registrant's 2003 Incentive Plan.

Mark E. Stephan	16,000
John G. Pascarelli	16,000
Italia Commisso Weinand	12,000
Joseph E. Young	12,000

The restricted stock units are subject to vesting in four equal annual installments, commencing on February 23, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 1, 2007

Mediacom Communications Corporation

By: /s/ Mark E. Stephan

Mark E. Stephan
Executive Vice President and
Chief Financial Officer