

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed 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>Walsh Brian</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. Date of Event Requiring Statement (Month/Day/Year) <u>03/01/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>MEDIACOM COMMUNICATIONS CORP [MCCC]</u>	
		4. 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>Sr. V.P., Corporate Controller</u>	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	85,528.6745 ⁽¹⁾	D	
Class A Common Stock	496.0506	I	By Spouse

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					Title
Employee Stock Option (Right to Buy)	02/03/2001 ⁽²⁾	02/03/2010	Class A Common Stock	29,097	19	D	
Employee Stock Option (Right to Buy)	02/26/2002 ⁽³⁾	02/26/2011	Class A Common Stock	8,000	17.75	D	
Employee Stock Option (Right to Buy)	11/28/2004 ⁽⁴⁾	11/28/2013	Class A Common Stock	20,000	7.58	D	
Employee Stock Option (Right to Buy)	02/25/2005 ⁽⁵⁾	02/25/2014	Class A Common Stock	10,000	8.02	D	
Employee Stock Option (Right to Buy)	02/24/2006 ⁽⁶⁾	02/24/2011	Class A Common Stock	18,000	5.42	D	
Employee Stock Option (Right to Buy)	02/03/2001 ⁽²⁾	02/03/2010	Class A Common Stock	5,000	19	I	By Spouse
Employee Stock Option (Right to Buy)	02/26/2002 ⁽³⁾	02/26/2011	Class A Common Stock	400	17.75	I	By Spouse
Employee Stock Option (Right to Buy)	08/15/2004 ⁽⁷⁾	08/15/2013	Class A Common Stock	2,000	6.94	I	By Spouse

Explanation of Responses:

- 80,000 shares are restricted stock units which will vest on February 24, 2009.
- The option is subject to vesting in five equal annual installments beginning on February 3, 2001.
- The option is subject to vesting in five equal annual installments beginning on February 26, 2002.
- The option is subject to vesting in four equal annual installments beginning on November 28, 2004.
- The option is subject to vesting in four equal annual installments beginning on February 25, 2005.
- The option is subject to vesting in four equal annual installments beginning on February 24, 2006.
- The option is subject to vesting in four equal annual installments beginning on August 15, 2004.

/s/ Brian Walsh

03/10/2005

** 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 5 (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.