FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

					_																
Name and Address of Reporting Person* CRAIB CALVIN G						2. Issuer Name and Ticker or Trading Symbol MEDIACOM COMMUNICATIONS									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
CRAID CALVIN G				-1	ממו) [MC	cc 1								Direc	ctor		10% O	wner		
(Last) (First) (Middle)						CORP [MCCC]									X	X Officer (give title below)			Other (below)	(specify	
(Last)	(Fil	Si) (i	Middle)		3 D	3. Date of Earliest Transaction (Month/Day/Year)										Sr V	/.P., Busine	evelonme	ent		
C/O MEDIACOM COMMUNICATIONS CORP					03/02/2011										51.	iii, Duomi	200 D	Cvclopino			
100 CDV	CTAI DIIN	IDOAD			1	00/02/2011															
100 CRYSTAL RUN ROAD																					
,					, 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
(Street)														-	ine)	_		_			
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(City)	(St	ate) (2	Zip)																		
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		Tabi	e I - Nor	1-Deriv	ative	Sec	curitie	S ACC	juirea,	DIS	posea o	or, or	Bene	епск	any	Owne	ea				
1. Title of S	Security (Inst	r. 3)		2. Trans	action		2A. Deem		3.		4. Securit							6. Ownership		7. Nature	
				Date (Month/	Day/Vor	Execution Date, ay/Year) if any						Of (E	Of (D) (Instr. 3, 4 a			Securi Benefi			orm: Direct 0) or Indirect	of Indirect Beneficial	
(Month/Da				Dayrica	(Month/Day/Year)													l) (Instr. 4)	Ownership		
								 		100					Reported			(Instr. 4)			
									Code	l۷	Amount		(A) or Price		Transaction(s) (Instr. 3 and 4)						
Class A Carrer Start					7/2011	/2011			 		1 003	,	D \$8		3.81 130.400(1)(2)		400(1)(2)				
Class A Common Stock 03/02/					2/2011	/2011			F		1,803 D		ע	Φ0.	01	130,400(1)(2)		<u> </u>	D		
		Та	ble II - D	erivati	ive S	ecu	rities	Acaui	ired. D	ispo	sed of.	or B	enefi	ciall	v Ov	vned					
											onvertib				,						
1. Title of	2.	3. Transaction	3A. Deeme		4.		5. Nu	-					itle and		o Dr	ice of	9. Number o	yf 1	10.	11. Nature	
Derivative	Conversion	Date	Execution Date,		Transactio				6. Date Exercisable and Expiration Date 7. Title and Amount of					Derivative		derivative		Ownership	of Indirect		
Security or Exercise (Month/Day/Year) if any					Code (Inst		tr. Derivative		(Month/Day/Year)				Securities Underlying Derivative		Security (Instr. 5)		Securities Beneficially Owned		Form: Direct (D) or Indirect	Beneficial	
(Instr. 3)	(Instr. 3) Price of (Month/Day/Yea						Securities					Ownership (Instr. 4)									
	Security			- 1		Acquired Derivative Security (Inst							str. 3	3		Following		I) (Instr. 4)	(111511. 4)		
				- 1		Disp		Disposed				and 4)					Reported	- 1	·		
						of (D)											Transaction(s)				
				- 1			(Instr. 3, 4 and 5)										(1130.4)				
				H			+		ı			Amoun									
											Am	ount									
												Nur	nber								
					Code	\ _V	(A)		Date Exercisal		Expiration Date	Title	of Sha	rec							

Explanation of Responses:

- 1. Of such shares, 53,250 are restricted stock units.
- 2. Includes an aggregate of 1,452 shares of Class A Common Stock acquired under Mediacom's 2010 Employee Stock Purchase Plan on March 1, 2011.

/s/ Calvin G. Craib

03/03/2011

** 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.