

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): MARCH 16, 2005

MEDIACOM LLC
MEDIACOM CAPITAL CORPORATION
(Exact name of Registrants as specified in their charters)

NEW YORK	333-57285-01	06-1433421
NEW YORK	333-57285	06-1513997
(State of incorporation)	(Commission File Nos.)	(IRS Employer Identification Nos.)

100 CRYSTAL RUN ROAD
MIDDLETOWN, NEW YORK 10941
(Address of principal executive offices)

Registrants' 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 2.04. TRIGGERING EVENTS THAT ACCELERATE OR INCREASE A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT.

At the request of Mediacom LLC and Mediacom Capital Corporation (the "Registrants"), on March 16, 2005, The Bank of New York, as trustee, notified by mail the registered holders of the Registrants' 8-1/2% Senior Notes due 2008 (the "Notes") that the Registrants had elected to redeem all of the outstanding Notes. As of March 16, 2005, the aggregate principal amount of the Notes outstanding was \$200,000,000. The Notes were issued pursuant to an Indenture, dated as of April 1, 1998, between the Registrants and The Bank of New York, as successor to the Bank of Montreal Trust Company, as trustee. Pursuant to the redemption notice and the terms of the Indenture, the Notes will be redeemed by the Registrants on April 15, 2005 at a redemption price equal to 101.417% of the outstanding principal amount of the Notes plus accrued interest.

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 18, 2005

MEDIACOM LLC

By: /S/ MARK E. STEPHAN

Mark E. Stephan
Executive Vice President and
Chief Financial Officer

Dated: March 18, 2005

MEDIACOM CAPITAL CORPORATION

By: /S/ MARK E. STEPHAN

Mark E. Stephan
Executive Vice President and
Chief Financial Officer