Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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			/ hours per re	esponse	0.5 /			
			/		/			
	+ ORM 4	U.S. SECURITIE	S AND EXCHANGE	COMMISSION				
+	+		GTON, D.C. 205					
[_]	Check this box if no longer subject	STATEMENT OF CHAN	GES IN BENEFIC	IAL OWNERSH	ΙP			
	to Section 16. Form 4 or Form 5	Filed pursuant to Se	ction 16(a) of	the Securi	ies			
	obligations may	Exchange Act of 1	934, Section 1	7(a) of the				
	continue. See Instruction 1(b).	Public Utility Hol Section 30(f) of the						
(Pr	int or Type Responses)							
	Name and Address of R							
	Stephan	Mark		E.				
	(Last)	(First)		(Midd				
,	, ,			(riiuu.	167			
c/o 	Mediacom Communicatio	ns Corporation, 100 Cr						
		(Street)						
	Middletown	New York		10				
	(City)	(State)		(Z				
2.	Issuer Name and Ticke							
			orporation (MC					
3.	I.R.S. Identification	Number of Reporting P	erson, if an e	ntity				
	(voluntary)			-				
4.	Statement for Month/Y	ear February 2000						
5	If Amendment, Date of	Original (Month/Year)						
•	II Imenament, bace of	originar (nonen, rear,						
6.	Relationship of Repor	ting Person(s) to Issu	er (Check all a	applicable)				
	W D' W O	cc'.	100 0	011				
	X Director _X_ O	give title below)	10% Owner	Other (specify	y below)			
	Senior Vice President	, Chief Financial Offi	cer, Treasurer	and Direct	or			
7.	Individual or Joint/G	roup Filing (Check App	licable Line)					
	X Form filed by On	e Reporting Person						
	Form filed by Mo	re than One Reporting	Person					
Гаb	le INon-Derivative S	ecurities Acquired, Di	sposed of, or l	Beneficiall	y Owned			
	Title 2. of	Trans- 3. Trans- action action	4. Securities	s Acquired	(A)	5. Amount of	6. Owner- 7.	Nature of In-
	Security	Date Code	(Instr. 3	, 4 and 5)		Beneficially	Form:	direct
		(Month/ (Instr. 8) Day/				Owned at End of	Direct (D) or	Bene- ficial
		Year)	Amount	(1) or	Price	Month	Indirect	Owner-
				(D)		(Instr. 3 and 4)	(Instr. 4)	

Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transaction Code (Instr. (at: Acc Dis	mber of Deriv- ive Securities quired (A) or sposed of (D) nstr. 3, 4, and 5)
			Code V		(A) (D)	
ass B Common Stock	(1)	2/9/00	J(2)	387,222		
ock Options (Right to Buy)	\$19.00	2/9/00	J(3)	95,104		
loyee Stock Options (Right		2/9/00	A	4,986		
uble IIDerivative Securiti			y Owned			
	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securiti (Instr. 3 and 4)	8. Price es of Derivative Security (Instr	9. Number of Deriv- ative Secur- ities Bene- ficially	10. Owner- 1: ship Form of De- rivative Securities Bene-	1. Na- ture of In direc Bene- ficia Owner
(e.g., puts, calls, warrant	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securiti (Instr. 3 and 4)	8. Price es of Derivative Security (Instr	of Deriv- ative Secur- ities Bene-	ship Form of De- rivative Securities	ture of In direc Bene- ficia
(e.g., puts, calls, warrant	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Expiration Date Expiration Date Expiration Date Expiration Date Expiration Date Exercisable Date	7. Title and Amount of Underlying Securiti (Instr. 3 and 4) Amount or Title Number of	8. Price es of Derivative Security (Instr	of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	ship Form of De- rivative Securities Bene- ficially Owned at End of Month(1) (Instr. 4)	ture of In direct Bene- ficia Owner ship (Inst
(e.g., puts, calls, warrant	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Date Expiration Date Expiration Date Expiration Date Expiration Cisable Date	7. Title and Amount of Underlying Securiti (Instr. 3 and 4) Amount or Title Number of Shares	8. Price es of Derivative Security (Instr	of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	ship Form of De- rivative Securities Bene- ficially Owned at End of Month(1) (Instr. 4)	ture of In direc Bene- ficia Owner ship (Inst 4)

Explanation of Responses:

- (1) Each share of Class B Common Stock Is convertible into one share of Class A Common Stock in accordance with the terms of the Issuer's Restated Certificate of Incorporation without payment of any conversion price.
- (2) The Reporting Person acquired the Class B Common Stock immediately prior to the consummation of the Issuer's initial public offering in exchange for membership units of a limited liability company based upon a price per share of \$19.00. The shares of Class B Common Stock are subject to vesting in five equal annual installments, which vesting period is deemed to have commenced on March

- (3) The Reporting Person acquired the Stock Options immediately prior to the consummation of the Issuer's initial public offering in connection with the amendment and the removal of a portion of a special allocation provision of the operating agreement of a limited liability company. The option is subject to vesting in five equal annual installments, which vesting period is deemed to have commenced on March 18, 1997.
- (4) The option is subject to vesting in ten equal annual installments beginning on February 3, 2000.

/s/ Mark E. Stephan 3/9/00 -----*Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If this 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 provided is insufficient, see Instruction 6 for procedure.