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| FORM 3 |

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Commisso	Rocco	B.
(Last)	(First)	(Middle)

c/o Mediacom Communications Corporation, 100 Crystal Run Road
(Street)

Middletown	New York	10941
(City)	(State)	(Zip)

2. Date of Event Requiring Statement (Month/Day/Year) 2/3/00

3. IRS Identification Number of Reporting Person if an Entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol MCCC

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_X_ Director _X_ Officer (give title below) _X_ 10% Owner ___ Other (specify below)

Chairman and Chief Executive Officer

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint Group Filing (Check Applicable Line)

__X__ 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	0		

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/	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Year)				Derivative Security	or In-direct (I) (Instr. 5)
	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		
Class B Common Stock	None		Class A Common Stock	(1)	(2)	D

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

Explanation of Responses:

/s/ Rocco B. Commisso 2/3/00

**Signature of Reporting Person Date

(1) The Reporting Person owns no common stock of the Issuer as of the date of this Form 3. Upon the consummation of the Issuer's initial public offering, the Reporting Person shall receive a number of shares of the Issuer's Class B Common Stock issued in exchange for membership units of a limited liability company. The actual number of shares will depend on the initial public offering price.

(2) Shares of Class B Common Stock convert into shares of Class A Common Stock in accordance with the terms of the Issuer's Restated Certificate of Incorporation on a one-for-one basis without payment of any conversion price.

* If the form is filed by more than one reported 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.