

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 COMMUNICATIONS CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE
(State of incorporation)

0-29227
(Commission File No.)

06-1566067
(IRS Employer
Identification No.)

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

Registrant's 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.

Mediacom LLC and Mediacom Capital Corporation (the "Issuers") are wholly-owned subsidiaries of Mediacom Communications Corporation.

At the request of the Issuers, on March 16, 2005, The Bank of New York, as trustee, notified by mail the registered holders of the Issuers' 8-1/2% Senior Notes due 2008 (the "Notes") that the Issuers 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 Issuers 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 Issuers 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 COMMUNICATIONS CORPORATION

By: /s/ Mark E. Stephan

Mark E. Stephan
Executive Vice President,
Chief Financial Officer and
Treasurer