

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Carey James M.

(Last) (First) (Middle)
c/o Mediacom Communications Corporation
100 Crystal Run Road

(Street)
Middletown New York 10041

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Mediacom Communications Corporation - MCCC

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

4. Statement for Month/Year

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

July 2002

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

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

Senior Vice President, Operations

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	or (D)	Price			
Class A Common Stock	7/12/02	C	86,844	A	(1)	157,955	D	

POWER OF ATTORNEY

The undersigned individual hereby constitutes and appoints each of Rocco B. Comisso, Mark E. Stephan, Joseph E. Young and Bruce Gluckman the undersigned's true and lawful attorney-in-fact and agent to execute any and all instruments and documents in the undersigned's name which such attorney-in-fact may deem necessary or advisable to comply with Section 16(a) of the Securities Exchange Act of 1934 and any rules of the Securities and Exchange Commission promulgated pursuant thereto, in connection with the undersigned's direct or indirect ownership of securities of Mediacom Communications Corporation, a Delaware corporation (such securities being referred to herein as "Securities"), including without limitation the power and authority to sign for the undersigned in the undersigned's name Forms 3, 4, or 5 and any and all amendments thereto, to file the same, and to take any other action of any type whatsoever in connection with the foregoing which, in the judgment of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in their discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or their substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned hereby acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports pursuant to Section 16 of the Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by Mediacom Communications Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this day of September, 2002.

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Individual

James M. Carey
[Print Name]

Institutional

Print Name of Entity

By:

Signature of authorized representative

Print name of authorized representative