FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

===: 1.	Name and Addre	ss of Report	ting Person*	==							
	Commisso		Rocco		В						
	(Last)		(First)		(Mi	ddle)					
			ns Corporation,								
			(Street)								
	Middletown		New York		10	941					
	(City)		(State)		(Zip)					
===: 2.			Trading Symbol		======	=======	==				
	Mediacom Commun										
===: 3.		======= ication Numl	ber of Reporting			========	==				
===: 4 .	 Statement for		=========	=======	:=====	========	==				
	February 2001										
===: 5.	If Amendment,		======================================		======	========	==				
==== 6.	Relationship o		Person(s) to Isticable)		:=====	========	==				
	[X] Direct [X] Office	or r (give tit		X] 10%] Othe	Owner	ify helow)					
			Chief Executive	_	и (зрес.	iry below)					
===:					.=====		==				
7.	Individual or		Filing								
			´ Reporting Perso	า							
	[] Form fi	led by More	than One Repor	ting Persor	1						
===:		=======	=========	=======	:=====	========	==				
		TABLE I	- NON-DERIVATIV	E SECURITIE	S ACQUI	RED, DISPOSE	ED OF, C	R BENEFICIALLY	′ OW	NED	
===:		======================================							===		
5	Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8	(D) (r Dispo Instr.	sed of	Sec fic at Mor	ount of curities Bene- cially Owned End of oth str. 3 and	о.	Owner- ship Form: Di- rect (D) or Indi- rect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price					
Clas	ss A Common Stock	2/2/01	J(1)	89,027	D	(1)					
Clas	ss A Common Stock	2/5/01	J(1)	5,576	D	(1)	36,	397	-	D	
									-		
									-		

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

^{*}If the form is filed by more than one reporting person, $\;$ SEE Instruction 4(b)(v).

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1.Title 2 of Deri- vative Secur- ity (Instr. 3)	.Conver- sion or Ex- ercise Price of Deri- vative Secur- ity	3.Trans- action Date (Month/ Day/ Year)	4.Trans- action Code (Instr. 8)	,	and Exp ati Dat	r- able ir- on e nth/ / r)	lyin Secu itie (Ins	int Inder- ig ir- es	r	9.Number of Deri- vative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10.Owner-ship Form of Deri-vative Secur-ity: Direct (D) or Indirect (I) (Instr. 4)	11.Nature of Indirect Bene- ficial Owner- ship (Instr. 4)
Class B Common Stock	(2)	2/2/01	J(1)	89,027	(2)	None	Class A Common Stock	89,027	7 (2)			
Class B Common Stock	(2)	2/5/01	J(1)	5,576	(2)	None	Class A Common Stock	5,576	6 (2)	28, 153, 300	D	

Explanation of Responses:

- (1) The Reporting Person acquired an aggregate of 94,603 shares of Class B Common Stock from third parties in exchange for 94,603 shares of Class A Common Stock.
- (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.

/S/ ROCCO B. COMMISSO	4/10/2001
**Signature of Reporting Person	Date

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.

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.