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  $% \left( \frac{1}{2}\right) =\left( \frac{1}{2}\right) \left( \frac{1}{2}\right)$ valid OMB Number. / OMB APPROVAL / /-----/ / OMB Number: 3235-0287 / Expires: December 31, 2001 / / Estimated average burden / hours per response..... 0.5 / I FORM 4 I U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 [\_] Check this box if no longer subject STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP to Section 16.
Form 4 or Form 5
obligations may 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 continue. See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person\* Morris Communications Corporation (1) (Last) (First) (Middle) 725 Broad Street (Street) Augusta GΑ 30903 (Zip) (City) (State) 2. Issuer Name and Ticker or Trading Symbol Mediacom Communications Corporation (MCCC) I.R.S. Identification Number of Reporting Person, if an entity Statement for Month/Year February 2000 If Amendment, Date of Original (Month/Year) Relationship of Reporting Person(s) to Issuer (Check all applicable) [\_] Officer [\_] Director [X] 10% Owner [\_] Other (specify below) (give title below) Individual or Joint/Group Filing (Check Applicable Line)  $[{\sf X}]$  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 2. Trans- 3. Trans-Securities Acquired (A) 5. Amount of 6. Owner- 7. Nature action or Disposed of (D) ship Form: action Securities of In-Security Beneficially Date Code (Instr. 3, 4 and 5) direct (Instr. 8) (Month/ Owned at Direct Bene-Day/ \_\_\_\_\_ End of (D) or ficial Indirect Year) Month Owner-(A) or (Instr. 3 and 4) Code V Amount ship (I) (D) (Instr. 4) (Instr. 4)

28,309,674

A (2) 28,309,674

D

Class A Common Stock 2/9/00 J(2)

Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Title of Derivative Security (Instr. 3)	9 E F C	Conversion or Exercise Price of Derivative Security	3.	Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8			5.	Number of Deriv- ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5		;	)	
					Code	V			(A)	(D	))		
ble IIDerivative Securit (e.g., puts, calls, warran		es, conver	rtible secu 7. Title a Underly		8.	Price of Deriv- ative Secur- ity (Instr.	 9.	Number of Deriv ative Secur- ities Bene- ficially	-	0. Owner- ship Form of De- rivative Securiti Bene- ficially	e .es	Na- ture of In- direct Bene- ficial Owner- shin	
	6. Date Ecisable Expira Date (Month	Exer- Le and ation n/Day/ Expira- tion	rtible secu 7. Title a Underly	and Amount of ying Securitic 3 and 4)	8. es	of Deriv- ative Secur- ity	9.	of Deriv ative Secur- ities Bene-		ship Form of De- rivative Securiti	es .es	ture of In- direct Bene- ficial	
	6. Date Ecisable Expire Date (Month Year)  Date Exer-	Exer- Le and ation n/Day/ Expira- tion	7. Title a Underly (Instr	and Amount of ying Securitic 3 and 4)  Amount or	8. es	of Deriv- ative Secur- ity (Instr.	9.	of Deriv ative Secur- ities Bene- ficially Owned at End of Month		ship Form of De- rivative Securiti Bene- ficially Owned at End of Month(1)	es .es	ture of In- direct Bene- ficial Owner- ship (Instr.	
	6. Date Ecisable Expire Date (Month Year)  Date Exer-	Exer- Le and ation n/Day/ Expira- tion	7. Title a Underly (Instr	and Amount of ying Securitic 3 and 4)  Amount or	8. es	of Deriv- ative Secur- ity (Instr.	9.	of Deriv ative Secur- ities Bene- ficially Owned at End of Month		ship Form of De- rivative Securiti Bene- ficially Owned at End of Month(1)	es .es	ture of In- direct Bene- ficial Owner- ship (Instr.	
	6. Date Ecisable Expire Date (Month Year)  Date Exer-	Exer- Le and ation n/Day/ Expira- tion	7. Title a Underly (Instr	and Amount of ying Securitic 3 and 4)  Amount or	8. es	of Deriv- ative Secur- ity (Instr.	9.	of Deriv ative Secur- ities Bene- ficially Owned at End of Month		ship Form of De- rivative Securiti Bene- ficially Owned at End of Month(1)	es .es	ture of In- direct Bene- ficial Owner- ship (Instr.	
(e.g., puts, calls, warran	6. Date Ecisable Expira Date (Month Year)  Date Exercisable	Exer- Le and ation n/Day/  Expira-tion Date	7. Title a Underly (Instr.	Amount or Number of Shares	8. es	of Deriv- ative Secur- ity (Instr. 5)		of Deriv ative Secur- ities Bene- ficially Owned at End of Month (Instr.	4)	ship Form of De- rivative Securiti Bene- ficially Owned at End of Month(1) (Instr.	4)	ture of In- direct Bene- ficial Owner- ship (Instr. 4)	
(e.g., puts, calls, warran	6. Date Ecisable Expira Date (Month Year)  Date Exercisable	Exer- Le and ation n/Day/ Expira-tion Date	7. Title a Underly (Instr.	Amount or Amount or Amount or Number of Shares	8. es	of Deriv- ative Secur- ity (Instr. 5)		of Deriv ative Secur- ities Bene- ficially Owned at End of Month (Instr.	4)	ship Form of De- rivative Securiti Bene- ficially Owned at End of Month(1) (Instr.	4)	ture of In- direct Bene- ficial Owner- ship (Instr. 4)	
(e.g., puts, calls, warran	6. Date Ecisable Expira Date (Month Year)  Date Exercisable	Exer- Le and ation n/Day/ Expira-tion Date	7. Title a Underly (Instr.	Amount or Amount or Amount or Number of Shares	8. es	of Deriv- ative Secur- ity (Instr. 5)		of Deriv ative Secur- ities Bene- ficially Owned at End of Month (Instr.	4)	ship Form of De- rivative Securiti Bene- ficially Owned at End of Month(1) (Instr.	4)	ture of In- direct Bene- ficial Owner- ship (Instr. 4)	
	6. Date E cisable Expira Date (Month Year)  Date Exer-cisable	Exer- Le and ation n/Day/ Expira-tion Date	7. Title a Underly (Instr.	Amount of ying Securitic. 3 and 4)  Amount or Number of Shares	8. es	of Deriv- ative Secur- ity (Instr. 5)		of Deriv ative Secur- ities Bene- ficially Owned at End of Month (Instr.	4)	ship Form of De- rivative Securiti Bene- ficially Owned at End of Month(1) (Instr.	4)	ture of In- direct Bene- ficial Owner- ship (Instr. 4)	
(e.g., puts, calls, warran	6. Date E cisable Expira Date (Month Year)  Date Exer-cisable	Exer- Le and ation n/Day/ Expira-tion Date	7. Title a Underly (Instr.	Amount of ying Securitic. 3 and 4)  Amount or Number of Shares	8. es	of Deriv- ative Secur- ity (Instr. 5)		of Deriv ative Secur- ities Bene- ficially Owned at End of Month (Instr.	4)	ship Form of De- rivative Securiti Bene- ficially Owned at End of Month(1) (Instr.	4)	ture of In- direct Bene- ficial Owner- ship (Instr. 4)	

## Explanation of Responses:

- (1) The Reporting Person is an entity controlled by William S. Morris III and his spouse.
- (2) The Reporting Person acquired Class A 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.

William S. Morris III 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.