

Annually, each Named Executive Officer will have the choice to use a Registrant-owned/leased automobile or receive a \$10,000 benefit allowance.

BONUS

The Chairman determined that the Named Executive Officers will receive the following bonus payments for performance in 2004.

| | | |
|-------------------------|--|-----------|
| Mark E. Stephan | Executive Vice President, Chief Financial Officer and Treasurer | \$ 50,000 |
| John G. Pascarelli | Executive Vice President, Operations | \$ 45,000 |
| Italia Commisso Weinand | Senior Vice President, Programming and Human Resources | \$ 35,000 |
| Joseph E. Young | Senior Vice President, General Counsel and Secretary | \$ 35,000 |

STOCK OPTION GRANTS

The Chairman determined that the Named Executive Officers will receive the following stock option grants under the Registrant's 2003 Incentive Plan for performance in 2004 at an exercise price of \$5.42 per share, which was the closing price of the Registrant's Class A common stock on February 23, 2005. The options are subject to vesting in four equal installments commencing on February 24, 2006 and expire on February 24, 2011.

| | | |
|-------------------------|--|--------|
| Mark E. Stephan | Executive Vice President, Chief Financial Officer and Treasurer | 30,000 |
| John G. Pascarelli | Executive Vice President, Operations | 35,000 |
| Italia Commisso Weinand | Senior Vice President, Programming and Human Resources | 22,000 |
| Joseph E. Young | Senior Vice President, General Counsel and Secretary | 22,000 |

RESTRICTED STOCK UNIT GRANTS

The Chairman determined that the Named Executive Officers will receive the following restricted stock unit grants under the Registrant's 2003 Incentive Plan. The restricted stock units will vest on February 24, 2009.

| | | |
|-------------------------|--|---------|
| Mark E. Stephan | Executive Vice President, Chief Financial Officer and Treasurer | 130,000 |
| John G. Pascarelli | Executive Vice President, Operations | 130,000 |
| Italia Commisso Weinand | Senior Vice President, Programming and Human Resources | 100,000 |
| Joseph E. Young | Senior Vice President, General Counsel and Secretary | 100,000 |

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: February 24, 2005

MEDIACOM COMMUNICATIONS CORPORATION

By: /s/ Mark E. Stephan

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