
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

63,854 - Class A
37,491,882 - Class B

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
80.6% of aggregate voting power

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS a:
- (a) Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) Investment company registered under Section 8 of the Investment Company Act.
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of Federal Deposit Insurance Act;
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
 - (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

63,854 - Class A*, 37,491,882 - Class B**

(b) Percent of class:

80.6% of aggregate voting power

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote 63,854 - CLASS A*, 37,491,882 - CLASS B**

(ii) Shared power to vote or to direct the vote 0

(iii) Sole power to dispose or to direct the disposition of 63,854 - CLASS A*,
35,968,577 - CLASS B***

(iv) Shared power to dispose or to direct the disposition of 0

* Includes 38,149 shares of Class A common stock underlying options granted pursuant to the Issuer's 1999 Stock Option Plan (the "1999 Stock Option Plan").

** Each share of Class B common stock is convertible into one share of Class A common stock. Includes 1,178,973 shares of Class B common stock owned of record by other stockholders, for which Mr. Commisso holds an irrevocable proxy, representing all remaining shares of Class B common stock outstanding. Also includes 948,892 shares of Class B common stock underlying options granted to Mr. Commisso pursuant to the 1999 Stock Option Plan, 6,855,669 shares of Class B common stock underlying options granted to Mr. Commisso in exchange for membership units in Mediacom LLC, and 344,332 shares of Class B common stock underlying options granted to other executive and non-executive employees of the Issuer in exchange for membership units in Mediacom LLC, for which Mr. Commisso holds an irrevocable proxy.

***Each share of Class B common stock is convertible into one share of Class A common stock. Includes 948,892 shares of Class B common stock underlying options granted to Mr. Commisso pursuant to the 1999 Stock Option Plan and 6,855,669 shares of Class B common stock underlying options granted to Mr. Commisso in exchange for membership units in Mediacom LLC.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 10. CERTIFICATION.

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2002

(Date)

/s/ Rocco B. Commisso

(Signature)

Rocco B. Commisso

(Name/Title)