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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
Amendment No. 1

Mediacom Communications Corporation

-----  
(Name of Issuer)

Class A Common Stock

-----  
(Title of Class of Securities)

58446K 10 5

-----  
(CUSIP Number)

December 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

-----  
CUSIP No. 58446K105

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Rocco B. Commisso  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)   
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA  
-----

NUMBER OF 5 SOLE VOTING POWER 63,854 - Class A (one vote per share)  
SHARES 37,221,013 - Class B (ten votes per share)

BENEFICIALLY -----

OWNED BY 6 SHARED VOTING POWER 0  
-----

EACH -----

REPORTING 7 SOLE DISPOSITIVE POWER 63,854 - Class A

PERSON WITH 35,968,577 - Class B

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

63,854 - Class A  
37,221,013 - 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

80.4% of aggregate voting power

## 12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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## Item 1(a). Name of Issuer:

Mediacom Communications Corporation

## Item 1(b). Address of Issuer's Principal Executive Offices:

100 Crystal Run Road, Middletown, NY 10941

## Item 2(a). Name of Person Filing:

Rocco B. Commisso

## Item 2(b). Address of Principal Business Office or, if None, Residence:

100 Crystal Run Road, Middletown, NY 10941

## Item 2(c). Citizenship:

USA

## Item 2(d). Title of Class of Securities:

Class A Common Stock

## Item 2(e). CUSIP Number:

58446K 10 5

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).

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Item 4. Ownership.

(a) Amount beneficially owned:

63,854 - Class A\*, 37,221,013 - Class B\*\*  
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(b) Percent of class:

80.4% of aggregate voting power  
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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote 63,854 - Class A\*,  
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37,221,013 - 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  
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\* 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 908,103 shares of Class B common stock owned of record by other stockholders, for which Mr. Commisso holds and 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.

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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 13, 2003

-----  
(Date)

/s/Rocco B. Commisso

-----  
(Signature)

Rocco B. Commisso

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(Name/Title)

