



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 23, 2004**

**MEDIACOM COMMUNICATIONS CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**0-29227**  
(Commission File No.)

**06-1566067**  
(IRS Employer Identification No.)

**100 Crystal Run Road**  
**Middletown, New York 10941**  
(Address of principal executive offices)

Registrant's telephone number: **(845) 695-2600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On November 23, 2004, Rocco B. Commisso, Chairman and Chief Executive Officer of Mediacom Communications (the “Company”), sold a portion of his Company stock as part of his strategy for asset diversification and liquidity. Mr. Commisso informed the Company that he has no current plans to sell any additional stock.

Mr. Commisso sold 1.4 million shares of Class A and Class B common stock, representing approximately 5.0% of his Company stock, in a block trade made in accordance with the provisions of Rule 144 of the Securities Act of 1933. This sale comprises approximately 1.2% of the Company’s total outstanding capital stock. Following this transaction, Mr. Commisso owns directly approximately 26.8 million shares of Class B common stock, or approximately 22.6% of the Company’s total outstanding capital stock, and holds more than 74% of the voting power of the Company’s outstanding capital stock.

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**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: November 26, 2004

**Mediacom Communications Corporation**

By: /s/ Joseph E. Young  
Joseph E. Young  
Senior Vice President,  
General Counsel and Secretary