

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): March 1, 2006

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))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On March 1, 2006, the Compensation Committee of Mediacom Communications Corporation (the "Registrant") approved the compensation arrangements of the Registrant's named executive officers serving in such capacity as of December 31, 2005 (the "Named Executive Officers").

ANNUAL BASE SALARY

The Compensation Committee approved for the Named Executive Officers the following base salaries, effective January 1, 2006.

Mark E. Stephan	Executive Vice President and Chief Financial Officer	\$ 295,000
John G. Pascarelli	Executive Vice President, Operations	\$ 285,000
Italia Commisso Weinand	Senior Vice President, Programming and Human Resources	\$ 230,000
Joseph E. Young	Senior Vice President, General Counsel and Secretary	\$ 230,000

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 Compensation Committee approved for the Named Executive Officers the following bonus payments for performance in 2005.

Mark E. Stephan	Executive Vice President and Chief Financial Officer	\$ 60,000
John G. Pascarelli	Executive Vice President, Operations	\$ 50,000
Italia Commisso Weinand	Senior Vice President, Programming and Human Resources	\$ 40,000
Joseph E. Young	Senior Vice President, General Counsel and Secretary	\$ 40,000

STOCK OPTION GRANTS

The Compensation Committee approved for the Named Executive Officers the following stock option grants under the Registrant's 2003 Incentive Plan for performance in 2005 at an exercise price of \$5.66 per share, which was the closing price of the Registrant's Class A common stock on March 1, 2006. The options are subject to vesting in four equal annual installments, commencing on March 1, 2007, and expire on February 29, 2012.

Mark E. Stephan	Executive Vice President and Chief Financial Officer	30,000
John G. Pascarelli	Executive Vice President, Operations	30,000
Italia Commisso Weinand	Senior Vice President, Programming and Human Resources	20,000
Joseph E. Young	Senior Vice President, General Counsel and Secretary	20,000

RESTRICTED STOCK UNIT GRANTS

The Compensation Committee approved for the Named Executive Officers the following restricted stock unit grants under the Registrant's 2003 Incentive Plan. The restricted stock units are subject to vesting in four equal annual installments, commencing on March 1, 2007.

Mark E. Stephan	Executive Vice President and Chief Financial Officer	12,000
John G. Pascarelli	Executive Vice President, Operations	12,000
Italia Commisso Weinand	Senior Vice President, Programming and Human Resources	9,000
Joseph E. Young	Senior Vice President, General Counsel and Secretary	9,000

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: March 7, 2006

Mediacom Communications Corporation

By: /s/ Mark E. Stephan

Mark E. Stephan
Executive Vice President and
Chief Financial Officer