

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>STEPHAN MARK E</u> (Last) (First) (Middle) <u>C/O MEDIACOM COMMUNICATIONS CORP</u> <u>100 CRYSTAL RUN ROAD</u> (Street) <u>MIDDLETOWN NY</u> <u>10941</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MEDIACOM COMMUNICATIONS CORP</u> [<u>MCCC</u>] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. V.P., CFO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/04/2011</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 03/04/2011 ⁽¹⁾ | | D | | 292,691 | D | ⁽²⁾⁽³⁾ | 0 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Class B common stock | ⁽⁴⁾ | 03/04/2011 | | D | | | 212,222 | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 212,222 | ⁽⁵⁾ | 0 | D |
| Stock Options (right to buy) | \$7.58 | 03/04/2011 | | D | | | 40,000 | ⁽⁶⁾ | 11/28/2013 | Class A Common Stock | 40,000 | ⁽⁶⁾ | 0 | D |
| Stock Options (right to buy) | \$8.02 | 03/04/2011 | | D | | | 20,000 | ⁽⁷⁾ | 02/25/2014 | Class A Common Stock | 20,000 | ⁽⁷⁾ | 0 | D |
| Stock Options (right to buy) | \$5.66 | 03/04/2011 | | D | | | 30,000 | ⁽⁸⁾ | 03/01/2012 | Class A Common Stock | 30,000 | ⁽⁸⁾ | 0 | D |
| Stock Options (right to buy) | \$8 | 03/04/2011 | | D | | | 40,000 | ⁽⁹⁾ | 02/23/2017 | Class A Common Stock | 40,000 | ⁽⁹⁾ | 0 | D |
| Stock Options (right to buy) | \$4.37 | 03/04/2011 | | D | | | 59,000 | ⁽¹⁰⁾ | 03/02/2018 | Class A Common Stock | 59,000 | ⁽¹⁰⁾ | 0 | D |
| Stock Options (right to buy) | \$3.88 | 03/04/2011 | | D | | | 80,000 | ⁽¹¹⁾ | 11/12/2018 | Class A Common Stock | 80,000 | ⁽¹¹⁾ | 0 | D |
| Stock Options (right to buy) | \$3.95 | 03/04/2011 | | D | | | 102,000 | ⁽¹²⁾ | 02/26/2019 | Class A Common Stock | 102,000 | ⁽¹²⁾ | 0 | D |
| Stock Options (right to buy) | \$4.79 | 03/04/2011 | | D | | | 71,000 | ⁽¹³⁾ | 03/02/2020 | Class A Common Stock | 71,000 | ⁽¹³⁾ | 0 | D |

Explanation of Responses:

1. At a special meeting of stockholders of the Issuer held on March 4, 2011, the Issuer's stockholders adopted that certain Agreement and Plan of Merger, dated as of November 12, 2010, by and among the Issuer, JMC Communications LLC and Rocco B. Comisso (the "Merger Agreement").

2. These securities are composed of 145,691 shares of Class A common stock and 147,000 restricted stock units (representing 147,000 shares of Class A common stock). Pursuant to the terms of the Merger Agreement, 145,691 shares of Class A common stock were converted into the right to receive a cash payment equal to \$8.75 per share of Class A common stock. Footnote 3 discusses the disposition of the restricted stock units.

3. Pursuant to the terms of the Merger Agreement, 147,000 restricted stock units were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$8.75 per share of Class A common stock according to the vesting schedule provided in, and subject to the terms of, the applicable restricted stock unit agreement.

4. Prior to the adoption of the Merger Agreement, each share of Class B common stock was convertible into one share of Class A common stock. The Class B common stock had no expiration date.

5. Pursuant to the terms of the Merger Agreement, the 212,222 shares of Class B common stock were converted into the right to receive a cash payment equal to \$8.75 per share of Class B common stock.
6. These options provided for vesting in four equal annual installments beginning November 28, 2004. Pursuant to the terms of the Merger Agreement, options to purchase 40,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$1.17 per share of Class A common stock.
7. These options provided for vesting in three equal annual installments beginning February 25, 2005. Pursuant to the terms of the Merger Agreement, options to purchase 20,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$0.73 per share of Class A common stock.
8. These options provided for vesting in four equal annual installments beginning March 1, 2007. Pursuant to the terms of the Merger Agreement, options to purchase 30,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$3.09 per share of Class A common stock.
9. These options provided for vesting in four equal annual installments beginning February 23, 2008. Pursuant to the terms of the Merger Agreement, options to purchase 40,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$0.75 per share of Class A common stock.
10. These options provided for vesting in four equal annual installments beginning March 2, 2009. Pursuant to the terms of the Merger Agreement, options to purchase 44,250 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.38 per share of Class A common stock and options to purchase 14,750 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.38 per share of Class A common stock in accordance with the vesting schedule provided in, and subject to the terms of, the applicable option agreement.
11. These options will vest on November 12, 2012. Pursuant to the terms of the Merger Agreement, options to purchase 80,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.87 per share of Class A common stock on November 12, 2012 subject to the terms of the applicable option agreement.
12. These options provided for vesting in four equal annual installments beginning February 26, 2010. Pursuant to the terms of the Merger Agreement, options to purchase 51,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.80 per share of Class A common stock and options to purchase 51,000 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$4.80 per share of Class A common stock in accordance with the vesting schedule provided in, and subject to the terms of, the applicable option agreement.
13. These options provided for vesting in four equal annual installments beginning March 2, 2011. Pursuant to the terms of the Merger Agreement, options to purchase 17,750 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$3.96 per share of Class A common stock and options to purchase 53,250 shares of Class A common stock were cancelled and the Reporting Person is entitled to receive a cash payment equal to \$3.96 per share of Class A common stock in accordance with the vesting schedule provided in, and subject to the terms of, the applicable option agreement.

/s/ Mark E. Stephan

03/09/2011

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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