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 | FORM 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 +-----+ WASHINGTON, D.C. 20549

[ ] Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1934 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person\*

Carey James M.  
 (Last) (First) (Middle)  
 -----  
 c/o Mediacom Communications Corporation  
 100 Crystal Run Road  
 -----  
 (Street)  
 Middletown New York 10941  
 -----  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol Mediacom Communications  
 Corporation - MCCC  
 -----

3. I.R.S. or Social Security Number of Reporting Person, if an entity (Voluntary)  
 -----

4. Statement for Month/Year January 2001  
 -----

5. If Amendment, Date of Original (Month/Year)  
 -----

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director  Officer  10% Owner  Other  
 (give title below) (specify below)

Senior Vice President, Operations  
 -----

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (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	1/22/01	J(1)		70,000	A	(1)	70,000	D

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

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

(Over)  
SEC 1474 (796)

