

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or  
 Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

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 1. Name and Address of Reporting Person\*

Morris III	William	S.
(Last)	(First)	(Middle)
c/o Morris Communications Corporation, 725 Broad Street		
(Street)		
Augusta	Georgia	30901
(City)	(State)	(Zip)

2. Date of Event Requiring Statement (Month/Day/Year) 2/9/00  
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3. IRS Identification Number of Reporting Person if an Entity (Voluntary)  
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4. Issuer Name and Ticker or Trading Symbol Mediacom Communications Corporation  
 MCCC  
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5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

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

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 BENEFICIALLY OWNED

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Class A Common Stock	28,309,674	I	By corporation (1)
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TABLE II--DERIVATIVE SECURITIES BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

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 1. Title of Derivative    2. Date Exer-    3. Title and Amount of Securities    4. Conversion    5. Ownership    6. Nature of In-

Security (Instr. 4)	Exercisable and Expiration Date (Month/Day/Year)	Underlying Derivative Security (Instr. 4)	Amount or Number of Shares	Exercise Price of Derivative Security	Form of Security: Direct (D) or Indirect (I) (Instr. 5)	direct Beneficial Ownership (Instr. 5)
Stock Option	(2)	2/3/10 Class A Common Stock	20,000	\$19.00	D	

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

Explanation of Responses:

- (1) Represents shares held by Morris Communications Corporation. The Reporting Person is the Chairman and Chief Executive Officer of Morris Communications and is deemed to be in control of Morris Communications.
- (2) The Reporting Person has been granted an option to purchase 20,000 shares of Class A Common Stock. The option becomes exercisable in three equal annual installments beginning February 3, 2001.

/s/ WILLIAM S. MORRIS III	2/22/00
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**Signature of Reporting Person	Date

\* If the form is filed by more than one reported person, see Instruction 5(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.