

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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 10941</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MEDIACOM COMMUNICATIONS CORP [ 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>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/09/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/09/2004		C		125,000	A	(1)	125,025	D	
Class A Common Stock	06/09/2004		J(2)(3)(4)		125,000	D	(2)(3)(4)	25	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						Title
Class B Common Stock	(1)	06/09/2004		C			125,000	(1)	(5)	Class A Common Stock	125,000	(1)	262,000	D	
Forward Purchase Agreement	(2)(3)	06/09/2004		J(2)(3)(4)			1(2)(3)(4)	(2)(3)	(2)(3)	Common Stock	125,000(2)(3)(4)	(2)(3)(4)	0(2)(3)(4)	D	

**Explanation of Responses:**

- Each share of Class B Common Stock is convertible into one share of Class A Common Stock in accordance with the terms of the issuer's Restated Certificate of Incorporation without payment of any conversion price.
- On June 5, 2003, the Reporting Person entered into a Forward Purchase Agreement (the "Agreement") with an unaffiliated third party (the "Purchaser") relating to the forward sale by the Reporting Person of issuer's common stock. In consideration therefore, the Reporting Person received \$1,123,750 in connection with the sale of 125,000 shares of issuer's common stock by the Purchaser in accordance with Rule 144 under the Securities Act of 1933.
- The Agreement provides that three business days after June 7, 2004 the Reporting Person will deliver up to 125,000 shares of issuer's common stock (or in lieu thereof, to pay the balance due thereunder in cash) based on the following formula: (a) if the closing price on June 7, 2004 (the "Closing Price") is less than \$9.96 per share, the Reporting Person will deliver 125,000 shares; (b) if the Closing Price is equal to or greater than \$9.96 per share but less than \$11.95 per share, the Reporting Person will deliver the number of shares equal to 125,000 x (\$9.96/Closing Price); and (c) if the Closing Price is equal to or greater than \$11.95 per share, the Reporting Person will deliver the number of shares equal to 125,000 - 125,000 x (\$1.99/Closing Price). The Reporting Person pledged 125,000 shares of issuer's common stock to the Purchaser to secure his obligation under the Agreement and retained voting rights to the pledged shares during the term of the pledge.
- Pursuant to the terms of the Agreement, the Reporting Person delivered to the Purchaser 125,000 shares of common stock on June 9, 2004.
- None.

/s/ Mark E. Stephan

06/14/2004

\*\* 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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