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| FORM 4 |
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U.S. 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 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

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Commisso                Rocco                B.
-----
(Last)                (First)                (Middle)
-----
c/o Mediacom Communications Corporation, 100 Crystal Run Road
-----
                        (Street)
-----
Middletown                New York                10941
-----
(City)                (State)                (Zip)
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2. Issuer Name and Ticker or Trading Symbol Mediacom Communications Corporation (MCCC)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year February 2000

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

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

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

Chairman and Chief Executive Officer

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. Trans-action Date (Month/Day/Year)	3. Trans-action 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. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In-direct Bene-ficial Owner-ship (Instr. 4)
		Code	V	Amount	(A) or (D) Price			

Class A Common Stock 2/4/00 P 250,000 A \$19.00 250,000 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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
			Code	V	(A)	(D)
Class B Common Stock	(1)	2/9/00	J(2)		27,921,111	
Stock Options (Right to Buy)	\$19.00	2/9/00	J(3)		6,851,107	
Employee Stock Options (Right to Buy)	\$19.00	2/3/00	A		948,892	
Employee Stock Options (Right to Buy)	\$19.00	2/3/00	A		38,149	

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

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Date Exercisable
(1)	None	Class A Common Stock	27,921,111	(2)	27,921,111	D
8/3/00	2/2/05	Class B Common Stock	6,851,107	(3)	6,851,107	D
8/3/00	2/2/10	Class B Common Stock	948,892		948,892	D
8/3/00	2/2/10	Class A Common Stock	38,149		38,149	D

Explanation of Responses:

(1) 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.

(2) The Reporting Person acquired the Class B Common Stock immediately prior to the consummation of the Issuer's initial public offering in exchange for membership units of a limited liability company based upon a price per share of \$19.00.

(3) The Reporting Person acquired the Stock Options immediately prior to the consummation of the Issuer's initial public offering in connection with the amendment and the removal of a portion of a special allocation provision of the operating agreement of a limited liability company.

/s/ Rocco B. Comisso	3/9/00
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**Signature of Reporting Person	Date

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).

** 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 provided is insufficient, see Instruction 6 for procedure.