

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): MARCH 9, 2005

MEDIACOM COMMUNICATIONS CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE
(State of incorporation)

0-29227
(Commission File No.)

06-1566067
(IRS Employer
Identification No.)

100 CRYSTAL RUN ROAD
MIDDLETOWN, NEW YORK 10941
(Address of principal executive offices)

Registrant's telephone number: (845) 695-2600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

As of March 9, 2005, Rocco B. Comisso, Chairman and Chief Executive Officer of Mediacom Communications Corporation (the "Registrant"), was awarded for his services to the Registrant in 2004 (i) a bonus in the amount of \$400,000 and (ii) options to purchase 300,000 shares of Class A common stock under the Registrant's 2003 Incentive Plan. The options have an exercise price of \$6.29 per share, are subject to vesting in three equal installments commencing on March 9, 2006 and expire on March 9, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 14, 2005

MEDIACOM COMMUNICATIONS CORPORATION

By: /s/ Mark E. Stephan

Mark E. Stephan
Executive Vice President,
Chief Financial Officer and
Treasurer