U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

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

[_]	Chec may	k box if no longer continue. See Instru	subject to Section 16 ction 1(b).	. Form 4 or Fo	rm 5 obligations	5				
1.	Name	e and Address of Repo	rting Person*			-				
Care	y		James	М.						
c/o 100	Cryst	icom Communications C al Run Road		(Middle)						
			(Street)							
Midd	letow	ın	New York	10041						
		(State)	(Zip)							
2.	Issu	er Name and Ticker o	r Trading Symbol			-				
Medi	acom	Communications Corpo	ration - MCCC							
3.	IRS	Identification Numbe	r of Reporting Person	, if an Entity	(Voluntary)	-				
4.	Stat	ement for Month/Year				_				
5.	If A	mendment, Date of Or	iginal (Month/Year)			-				
July	2002	2								
6.		tionship of Reportin cck all applicable)	g Person to Issuer			-				
		Director Officer (give title		10% Owner Other (speci	fy below)					
		Senior Vice P	resident, Operations							
7.	Indi	vidual or Joint/Grou	p Filing (Check appli		=					
	[x]	Form filed by one R Form filed by more	eporting Person than one Reporting Pe	rson		_				
====	====		ivative Securities Ac	quired, Dispos		=				
====	====		or Beneficially Owned		=========	=				
			2.	3. Transaction Code	4. Securities Acqu Disposed of (D) (Instr. 3, 4 ar)	(A) or	5. Amount of Securities Beneficially - Owned at End	6. Owner- ship Form: Direct	7. Nature of Indirect
1. Title of Security (Instr. 3)		Z. Transaction Date (mm/dd/yy)	(Instr. 8) Code V		(A) or (D)	Price	of Month (Instr. 3 and 4)	(I)	Beneficial Ownership) (Instr. 4)	
Class A Common Stock		7/12/02	С	86,844	Α	(1)	157,955	D		

* If the Form is 4(b)(v).					n, see	====== Instructi	ion	======	=======	=======	=======	:======
Reminder: Report on	a separa	ate line f	or each c	class of securi	ties bene	ficially						
owned dire		(Print or		sponse)		(Ove	er)					
		•	21	. ,			,					
FORM 4 (continued)												
FORM 4 (continued) Table II Derivat:	ive Secur	ities Aca	uired. Di	sposed of, or	Beneficia	llv Owned	1					
				s, convertible			•					
=======================================	======	=======	======		=======		==					
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5)(A) (D)	6. Date Exercisa Expirati (Month/D Date Exer- cisable	on Date Day/Year) Expira- tion	7. Title and of Underl Securitie (Instr. 3	ying s and 4)	Deriv- ative Secur- ity (Instr.	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Class B Common Stock	k (1)	7/12/02	С	86,84	4 (2)	None	Class A Common Stock	86,844		0		
=======================================			======		======			======				
Explanation of Resp	onses:											
/s/ Joseph Young, A	ttorney-i				9/9/0							
**Signature o	f Reporti			-	Dat	:e						
** Intentional of Criminal Viol		nents or o	missions	of facts const	itute Fed	leral						
See 18 U.S.C. 1001 a	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.

The undersigned individual hereby constitutes and appoints each of Rocco B. Commisso, Mark E. Stephan, Joseph E. Young and Bruce Gluckman the undersigned's true and lawful attorney-in-fact and agent to execute any and all instruments and documents in the undersigned's name which such attorney-in-fact may deem necessary or advisable to comply with Section 16(a) of the Securities Exchange Act of 1934 and any rules of the Securities and Exchange Commission promulgated pursuant thereto, in connection with the undersigned's direct or indirect ownership of securities of Mediacom Communications Corporation, a Delaware corporation (such securities being referred to herein as "Securities"), including without limitation the power and authority to sign for the undersigned in the undersigned's name Forms 3, 4, or 5 and any and all amendments thereto, to file the same, and to take any other action of any type whatsoever in connection with the foregoing which, in the judgment of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in their discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or their substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned hereby acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports pursuant to Section 16 of the Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by Mediacom Communications Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this
 day of September, 2002.

Individual

James M. Carey [Print Name]

Institutional
Print Name of Entity

By:
Signature of authorized representative
Print name of authorized representative