

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

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1. Name and Address of Reporting Person*
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    Carey                James                M.
    (Last)              (First)             (Middle)

    c/o Mediacom Communications Corporation
    100 Crystal Run Road
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                                (Street)

    Middletown          New York            10941
    (City)              (State)            (Zip)
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2. Issuer Name and Ticker or Trading Symbol
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    Mediacom Communications Corporation - MCCC
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3. I.R.S. Identification Number of Reporting Person, if an
   entity (Voluntary)
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4. Statement for Month/Year
-----
    March 2002
    -----
5. If Amendment, Date of Original (Month/Year)
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6. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
-----
    [ ] Director          [ ] 10% Owner
    [ X ] Officer (give title below) [ ] Other (specify below)

    Senior Vice President, Operations
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7. Individual or Joint/Group Filing
   (Check Applicable Line)
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    [ X ] Form filed by One Reporting Person
    [ ]  Form filed by More than One Reporting Person
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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 Bene- ficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Di- rect (D) or Indi- rect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount			
Class A Common Stock	03/13/02	C		60,000	A	(1)		D
Class A Common Stock	03/13/02	S		60,000	D	\$15.75	71,111	D

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).

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)	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 Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	(1)	03/13/02	C	60,000 (2)	None	Class A Common Stock	60,000	86,844	D	

Explanation of Responses:

- (1) Shares of Class B Common Stock convert into shares of Class A Common Stock in accordance with the terms of the Issuer's Restated Certificate of Incorporation on a one-for-one basis without payment of any conversion price.
- (2) The shares of Class B Common Stock are subject to vesting in five equal annual installments, which vesting period is deemed to have commenced on September 15, 1998.

/s/ James M. Carey    April 8, 2002  
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\*\*Signature of Reporting Person    Date

\*\* 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.