

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
  - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
  - Definitive Proxy Statement
  - Definitive Additional Materials
  - Soliciting Material Pursuant to Rule 14a-12
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**MEDIACOM COMMUNICATIONS CORPORATION**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- (1) Amount Previously Paid: \_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
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  - (4) Date Filed: \_\_\_\_\_
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*Copies of all communications to:*  
Robert L. Winikoff, Esq.  
Sonnenschein Nath & Rosenthal LLP  
1221 Avenue of the Americas  
New York, New York 10020  
(212) 768-6700

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**\*\*\* Exercise Your *Right to Vote* \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the**  
**Stockholder Meeting to Be Held on Friday, June 18, 2010.**

**MEDIACOM COMMUNICATIONS  
CORPORATION**

MEDIACOM COMMUNICATIONS CORPORATION  
100 CRYSTAL RUN ROAD  
MIDDLETOWN, NY 10941

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** April 22, 2010  
**Date:** June 18, 2010 **Time:** 10:00 AM, EDT  
**Location:** Sonnenschein Nath & Rosenthal LLP  
25th Floor  
1221 Avenue of the Americas  
New York, New York

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. 2009 Annual Report    2. Notice of the 2010 Annual Meeting    3. 2010 Proxy Statement

**How to View Online:**

Have the information that is printed in the box marked by the arrow ® 1234 5678 9012 (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, as well as a proxy card, you must request these materials. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- |                  |  |
|------------------|--|
| 1) BY INTERNET:  | <a href="http://www.proxyvote.com">www.proxyvote.com</a>                   |
| 2) BY TELEPHONE: | 1-800-579-1639   |
| 3) BY E-MAIL*:   | <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow ® 1234 5678 9012 (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 4, 2010 to facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have requirements for attending and voting at the meeting. Please check the proxy materials for any special requirements. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow ® 1234 5678 9012 (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the proxy materials, which will include a proxy card.

**Voting Item**

1. Election of Directors

**The Board of Directors recommends that you vote FOR the following nominees:**

- |                            |                         |
|----------------------------|-------------------------|
| 01) Rocco B. Commisso      | 04) Natale S. Ricciardi |
| 02) Mark E. Stephan        | 05) Scott W. Seaton     |
| 03) Thomas V. Reifenheiser | 06) Robert L. Winkoff   |

**The Board of Directors recommends you vote FOR proposals 2 and 3:**

2. To approve the 2010 Employee Stock Purchase Plan.
3. To ratify the selection of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2010.
4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

