

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>YOUNG JOSEPH E</u>  (Last) (First) (Middle) <u>C/O MEDIACOM COMMUNICATIONS CORP</u> <u>100 CRYSTAL RUN ROAD</u>  (Street) <u>MIDDLETOWN NY 10941</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MEDIACOM COMMUNICATIONS CORP</u> [ <u>MCCC</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Sr. V.P., Gen. Counsel &amp; Sec.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2010</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/16/2010		S		24,499	D	\$8.46	11,375	I	Spouse
Class A Common Stock	12/16/2010		M		22,000	A	\$5.42	152,124	D	
Class A Common Stock	12/16/2010		S		22,000	D	\$8.457	130,124	D	
Class A Common Stock	12/16/2010		M		9,665	A	\$7.58	139,789	D	
Class A Common Stock	12/16/2010		S		9,665	D	\$8.457	130,124	D	
Class A Common Stock	12/17/2010		M		5,335	A	\$7.58	135,459	D	
Class A Common Stock	12/17/2010		S		5,335	D	\$8.455	130,124	D	
Class A Common Stock	12/17/2010		M		7,500	A	\$8.02	137,624	D	
Class A Common Stock	12/17/2010		S		7,500	D	\$8.455	130,124	D	
Class A Common Stock	12/17/2010		M		10,000	A	\$5.66	140,124	D	
Class A Common Stock	12/17/2010		S		10,000	D	\$8.455	130,124	D	
Class A Common Stock	12/17/2010		M		10,500	A	\$8	140,624	D	
Class A Common Stock	12/17/2010		S		10,500	D	\$8.455	130,124	D	
Class A Common Stock	12/17/2010		M		8,750	A	\$4.37	138,874	D	
Class A Common Stock	12/17/2010		S		8,750	D	\$8.455	130,124	D	
Class A Common Stock	12/17/2010		M		7,375	A	\$3.95	137,499	D	
Class A Common Stock	12/17/2010		S		7,375	D	\$8.455	130,124	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)	3A. Deemed Execution Date, if any (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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$5.42	12/16/2010		M			22,000	(1)	02/23/2011	Class A Common Stock	22,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$7.58	12/16/2010		M			9,665	(2)	11/27/2013	Class A Common Stock	9,665	\$0	20,335	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)	3A. Deemed Execution Date, if any (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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$7.58	12/17/2010		M			5,335	(2)	11/27/2013	Class A Common Stock	5,335	\$0	15,000	D	
Employee Stock Option (Right to Buy)	\$8.02	12/17/2010		M			7,500	(3)	02/24/2014	Class A Common Stock	7,500	\$0	7,500	D	
Employee Stock Option (Right to Buy)	\$5.66	12/17/2010		M			10,000	(4)	02/29/2012	Class A Common Stock	10,000	\$0	10,000	D	
Employee Stock Option (Right to Buy)	\$8	12/17/2010		M			10,500	(5)	02/22/2017	Class A Common Stock	10,500	\$0	17,500	D	
Employee Stock Option (Right to Buy)	\$4.37	12/17/2010		M			8,750	(6)	03/01/2018	Class A Common Stock	8,750	\$0	26,250	D	
Employee Stock Option (Right to Buy)	\$3.95	12/17/2010		M			7,375	(7)	02/25/2019	Class A Common Stock	7,375	\$0	51,625	D	

**Explanation of Responses:**

- The option vested in four equal installments on February 24, 2006, 2007, 2008, and 2009 and was expiring on February 23, 2011.
- The option vested in four equal installments on November 28, 2004, 2005, 2006, and 2007.
- The option vested in three equal installments on February 25, 2005, 2006, and 2007.
- The option vested in four equal installments on March 1, 2007, 2008, 2009, and 2010.
- The option vests in four equal installments on February 23, 2008, 2009, 2010, and 2011.
- The option vests in four equal installments on March 2, 2009, 2010, 2011, and 2012.
- The option vests in four equal installments on February 26, 2010, 2011, 2012, and 2013.

/s/ Joseph E. Young

12/20/2010

\*\* Signature of Reporting Person

Date

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).

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

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