

TIME WARNER CABLE INC.

Form 4

April 16, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRITT GLENN

2. Issuer Name **and** Ticker or Trading
Symbol
TIME WARNER CABLE INC.
[TWC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TIME WARNER CABLE
INC., 60 COLUMBUS CIRCLE,
17TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2009

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

(Street)
NEW YORK, NY 10023

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock, par value \$.01 per share	03/12/2009		D	0.1 ⁽¹⁾	\$ 24.197 ⁽¹⁾	1,666 ⁽¹⁾	D
Common Stock, par value \$.01 per share	03/31/2009		J	298.14 ⁽²⁾	\$ 24.945 ⁽²⁾	2,596.348	I By Savings Plan
Common Stock, par	04/01/2009		J	149.07 ⁽²⁾	\$ 24.542	2,447.278	I By Savings

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value \$.01 per share				(2)				Plan
Common Stock, par value \$.01 per share	04/02/2009	J	372.674 (2)	D	\$ 25.533 (2)	2,074.604	I	By Savings Plan
Common Stock, par value \$.01 per share	04/03/2009	J	372.674 (2)	D	\$ 26.023 (2)	1,701.93	I	By Savings Plan
Common Stock, par value \$.01 per share	04/06/2009	J	372.675 (2)	D	\$ 26.873 (2)	1,329.255	I	By Savings Plan
Common Stock, par value \$.01 per share	04/07/2009	J	223.605 (2)	D	\$ 26.055 (2)	1,105.65	I	By Savings Plan
Common Stock, par value \$.01 per share	04/08/2009	J	372.674 (2)	D	\$ 26.714 (2)	732.976	I	By Savings Plan
Common Stock, par value \$.01 per share	04/09/2009	J	298.14 (2)	D	\$ 27.342 (2)	434.836	I	By Savings Plan
Common Stock, par value \$.01 per share	04/13/2009	J	223.604 (2)	D	\$ 28.011 (2)	211.232	I	By Savings Plan
Common Stock, par value \$.01 per share	04/14/2009	J	211.232 (2)	D	\$ 27.836 (2)	0	I	By Savings Plan
Common Stock, par value \$.01 per share	04/09/2009	J	0.1 (3)	D	\$ 27.369 (3)	11,641	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRITT GLENN C/O TIME WARNER CABLE INC. 60 COLUMBUS CIRCLE, 17TH FLOOR NEW YORK, NY 10023	X Chairman, President & CEO

Signatures

Susan A. Waxenberg, Attorney
in Fact 04/16/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Amount disposed of represents a fractional share of the Issuer's common stock that resulted from the Reverse Stock Split ratio. In lieu of issuing a fractional share of its common stock, the Issuer distributed a cash payment equal to the fraction of a share to which the Reporting Person would otherwise be entitled as a result of the Reverse Stock Split, multiplied by \$24.1970, the volume weighted average price of the Issuer's common stock as reported on the New York Stock Exchange Composite Tape (split adjusted) on March 12, 2009. The number of shares of the Issuer's common stock reported in Column 5 gives effect to the Recapitalization and Reverse Stock Split.

(2) Amount disposed of represents an estimate of shares of the Issuer's common stock attributed to the Reporting Person's account in the Time Warner Savings Plan, a qualified employee benefit plan, as a result of the Reporting Person's interest in Time Warner common stock held therein at the time of the Spin-off Dividend. The sales were directed by an independent fiduciary appointed by Time Warner Inc. to direct the sale of the Issuer's common stock issued to the trust under the Time Warner Savings Plan in the Spin-off Dividend. The independent fiduciary directed multiple sales over a period of ten business days from 3/31/09 to 4/14/09. The price reported in Column 4 reflects the weighted average of the daily sales price. The Reporting Person hereby undertakes to provide upon request by the staff of the SEC, the Issuer or a security holder of the Issuer, full information as provided by the trustee regarding the number of shares and prices at which each transaction was effected.

(3)

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Amount disposed of represents a fractional share of the Issuer's common stock that resulted from the Spin-Off Dividend ratio. In lieu of issuing fractional shares of the Issuer's common stock in the Spin-Off Dividend, Time Warner Inc. (or its agent) aggregated and sold the fractional shares in the open market with the net proceeds distributed pro rata in cash. Amount included in column 5 reflects 9,975 shares of the Issuer's common stock not previously reported that were received by the Reporting Person as a result of the Spin-Off Dividend in a transaction exempt pursuant to Section 16a-9 under the Securities Exchange Act of 1934.

Remarks:

On March 12, 2009, the Issuer (a) paid a cash dividend of \$10.27 per share to all holders of record of its Class A common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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