

TIME WARNER TELECOM INC
Form 4
September 27, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TIME WARNER INC

2. Issuer Name and Ticker or Trading Symbol
TIME WARNER TELECOM INC [TWTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/26/2006

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

ONE TIME WARNER CENTER,

(Street)

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

NEW YORK, NY 10019

(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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/26/2006		C(1)(2)		33,322,915	A	\$ 0 (1) (2)
Class A Common Stock	09/26/2006		S(1)(2)		33,322,915	D	\$ 16.8437 (1) (2)

By Subsidiaries (1) (2)

By Subsidiaries (1) (2)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock	\$ 0 <u>(1)</u> <u>(2)</u>	09/26/2006		<u>C(1)(2)</u>	33,322,915	<u>(1)(2)</u>	<u>(1)(2)</u>	Class A Common Stock	33,322,915

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIME WARNER INC ONE TIME WARNER CENTER NEW YORK, NY 10019		X		
WARNER COMMUNICATIONS INC C/O TIME WARNER INC. ONE TIME WARNER CENTER NEW YORK, NY 10019		X		
TIME WARNER COMPANIES INC C/O TIME WARNER INC. ONE TIME WARNER CENTER NEW YORK, NY 10019		X		
TW/TAE, Inc. C/O TIME WARNER INC. ONE TIME WARNER CENTER NEW YORK, NY 10019		X		

Signatures

Brenda C. Karickhoff, Senior Vice President of Time Warner Inc.

09/27/2006

**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) The transactions reported in this Form 4 report were made in connection with a registered public offering pursuant to an Underwriting Agreement dated September 20, 2006, pursuant to which Warner Communications Inc. ("WCI"), Time Warner Companies, Inc. ("TWC") and TW/TAE, Inc. ("TW/TAE"), each a wholly-owned indirect subsidiary of Time Warner Inc. ("Time Warner" and, collectively with WCI, TWC and TW/TAE, the "Reporting Persons"), agreed to sell to the underwriters at a price of \$16.8437 per share up to an aggregate

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of 33,322,915 shares of Time Warner Telecom Inc. ("TWTC") Class A Common Stock (28,159,106 shares by WCI, 3,367,609 shares by TWC and 1,796,200 shares by TW/TAE). Prior to the sale, WCI, TWC and TW/TAE converted the same number of shares of Class B Common Stock of TWTC into shares of Class A Common Stock of TWTC on a share-for-share basis.

- (2) Each share of TWTC Class B Common Stock is convertible on a share-for-share basis into TWTC Class A Common Stock.
- (3) See Exhibit 99 - Joint Filer Information

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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