

Lawrence-Apfelbaum Marc
Form 4
April 16, 2009

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 *
Lawrence-Apfelbaum Marc

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2009

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Gen. Counsel & Secretary

C/O TIME WARNER CABLE INC., 60 COLUMBUS CIRCLE, 17TH FLOOR

(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 10023

(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	04/09/2009		J	0.1 ⁽¹⁾ D	\$ 27.369 ⁽¹⁾ 176 ⁽¹⁾	D	
Common Stock, par value \$.01 per share					845 ⁽²⁾	I	By Savings Plan

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

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(9-02)

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawrence-Apfelbaum Marc C/O TIME WARNER CABLE INC. 60 COLUMBUS CIRCLE, 17TH FLOOR NEW YORK, NY 10023			EVP, Gen. Counsel & Secretary	

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 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 176 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.
- (2) Amount represents 845 shares not previously reported that are attributed to the Reporting Person's account in the TWC Savings Plan, a qualified employee benefit plan, as a result of the Reporting Person's interest in Time Warner common stock held therein a time of the Spin-Off Dividend.

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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