

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2009-01-26** | Period of Report: **2008-12-17**

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ISSUER

LIBERTY MEDIA CORP

CIK: **1355096** | IRS No.: **841288730** | Fiscal Year End: **1231**
SIC: **4841** Cable & other pay television services

Mailing Address

*12300 LIBERTY BOULEVARD
ENGLEWOOD CO 80112*

Business Address

*12300 LIBERTY BOULEVARD
ENGLEWOOD CO 80112
7208755400*

REPORTING OWNER

BENNETT ROBERT R

CIK: **1119603**
Type: **4/A** | Act: **34** | File No.: **001-33982** | Film No.: **09545590**

Mailing Address

*C/O LIBERTY MEDIA CORP
12300 LIBERTY BLVD
ENGLEWOOD CO 80112*

Business Address

7208755400

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person BENNETT ROBERT R			2. Issuer Name and Ticker or Trading Symbol LIBERTY MEDIA CORP [LCAPA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2008					
12300 LIBERTY BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year) 12/19/2008			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		
(Street)								
ENGLEWOOD, CO 80112								
(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			
Series A Liberty Capital Common Stock	12/17/2008		P		133,000	A	\$3.73 ⁽¹⁾ ⁽²⁾	133,000	I	By Hilltop Investments, LLC
Series A Liberty Capital Common Stock	12/18/2008		P		17,000	A	\$3.494 ⁽⁴⁾ ⁽²⁾	150,000	I	By Hilltop Investments, LLC
Series A Liberty Capital Common Stock								62,329 ⁽³⁾	I	By Hilltop Investments, Inc.

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. The price reflects a weighted average of purchases made at prices ranging from \$3.50 to \$3.75.
2. The Reporting Person agrees to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, information regarding the number of shares purchased at each separate price.
3. Includes 62,329 shares of the Issuer's Series A Liberty Capital common stock received in connection with the Issuer's May 9, 2006 restructuring (the "Restructuring") and the related issuance of two newly created tracking stocks, the Liberty Capital common stock and the Liberty Interactive common stock.
4. The price reflects a weighted average of purchases made at prices ranging from \$3.496 to \$3.50.

Remarks:

This amendment is filed for the sole purpose of: (i) restating the number of shares held at the end of the reported transactions and the nature of the Indirect Beneficial Ownership; and (ii) stating the ownership by a separate Indirect Beneficial Owner and attaching footnote 3 to this entry. No other information in the original filing has changed.

Signatures

/s/ Robert R. Bennett

** Signature of Reporting Person

01/23/2009

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.