LIBERTY MEDIA CORP /DE/

Form 4

December 09, 2002

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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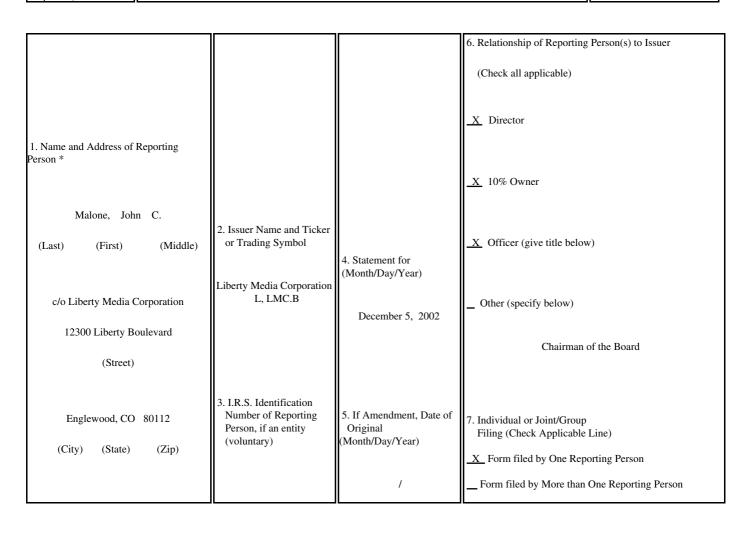


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Title of Security	2. Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)		4. Securities Acquired (A) or Disposed of (D)	Owned Following	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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12/5/02	A		24,281 (fn1)	A	\$6.00 per share	10,738,397	D	
12/5/02	Code A	V	Agggant (fn1)	(A) or (D) A	Price \$6.00 per share	1,501,826	I	By spouse (fn2)
						1,000,000	Ĭ	By GRAT
						1,000,000	I	By GRAT
						800,000	I	By GRAT
						800,000	I	By GRAT
						784,146	I	By 401(k) Savings Plan (fn3)
<u> </u>								
		Code	Code V	12/5/02 A (fn1) Code V Asygrapht 12/5/02 A	12/5/02 A (fn1) A Code V Asygnatic (A) or (D)	12/5/02 A (fn1) A \$6.00 per share 12/5/02 Code A V Asyxsynt A (A) or (D) Price A Price A 12/5/02 A A \$6.00 per share	12/5/02	12/5/02

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

2.					(Instr. 3,		e S		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Securities Repeticially	10. Ownership Form of Derivative Securities:		
Derivative Security	or Exercise Price of Derivative	Transaction	3A. Deemed Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of	8. Price of Derivative Security	Following Reported Transaction(s)	Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

(fn1) These shares of Series A Common Stock are expected to be received by the reporting person in the Issuer's recently completed rights offering pursuant to the exercise of the oversubscription privilege associated with the reporting person's and his spouse's subscription rights. These share numbers have been estimated based upon proration information received from the Issuer's subscription agent on 12/6/02. If a different number of shares is actually received by the reporting person in connection with his oversubscription proration, the reporting person will prmptly amend this Form 4 to reflect the same. (fn2) The reporting person has disclaimed beneficial ownership of these shares of the Issuer s Series A Common Stock owned by his spouse. (fn3) Participants in the Issuer s 401(k) Savings Plan have the right to direct the vote and, in certain circumstances, the disposition of shares of Series A Common Stock held in the plan for the benefit of the participant. All of the shares held in the plan for the benefit of the reporting person are vested.

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/s/ John C. Malone by Charles Y. Tanabe as Attorney-in-Fact	12/9/02	
** Signature of Reporting Person	Date	
Reminder: Report on a separate line for each class of securities beneficially owned directl	y 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 in	nsufficient, see Instruction 6 for procedure.	
http://www.sec.gov/divisions/corpfin/forms/form4.htm		
Last update: 09/05/2002		