

LIBERTY MEDIA CORP /DE/
Form 4/A
December 26, 2002

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| <p>FORM 4</p> <p>o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5</p> |
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|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p style="text-align: center;">Malone, John C.</p> <p style="text-align: center;">(Last) (First) (Middle)</p> <p>c/o Liberty Media Corporation</p> <p style="text-align: center;">12300 Liberty Boulevard</p> <p style="text-align: center;">(Street)</p> <p>Englewood, CO 80112</p> <p style="text-align: center;">(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;">Liberty Media Corporation L, LMC.B</p> | <p>4. Statement for (Month/Day/Year)</p> <p style="text-align: center;">December 5, 2002</p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director</p> <p><input checked="" type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below)</p> <p><input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;">Chairman of the Board</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | | <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p style="text-align: center;">December 9, 2002</p> | <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
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|-----------------------|---------|--|-----------|---|--------------------------|-----------------|---------------------------|------------|---|------------------------------------|
| Series A Common Stock | 12/5/02 | | A | | 24,229 (fn1) | A | \$6.00 per share | 10,738,345 | D | |
| Series A Common Stock | 12/5/02 | | Code A | V | Amount 3,811 (fn1) | (A) or (D) A | Price \$6.00 per share | 1,501,818 | I | By spouse (fn2) |
| Series A Common Stock | | | | | | | | 1,000,000 | I | By GRAT |
| Series A Common Stock | | | | | | | | 1,000,000 | I | By GRAT |
| Series A Common Stock | | | | | | | | 800,000 | I | By GRAT |
| Series A Common Stock | | | | | | | | 800,000 | I | By GRAT |
| Series A Common Stock | | | | | | | | 784,146 | I | By 401(k) Savings Plan (fn3) |
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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|-----|--|-----------------|--|----------------------------|---|--|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | | |
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Explanation of Responses:

(fn1) These shares of Series A Common Stock were 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.

(fn2) The reporting person has disclaimed beneficial ownership of these shares of the Issuer's Series A Common Stock owned by his spouse.

(fn3) The number of shares represents equivalent shares based on the fair market value of the shares of Series A

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Common Stock held by the unitized stock fund under the Issuer's 401(k) Savings Plan based on a report from the Plan Administrator dated 9/30/02. The holder has an interest in the unitized fund, which holds shares of the Issuer's Series A Common Stock and short-term investments.

/s/ John C. Malone by Charles Y. Tanabe as Attorney in Fact

12/23/02

** Signature of Reporting Person

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.

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

Last update: 09/05/2002