

LIBERTY MEDIA CORP /DE/

Form 4

December 09, 2002

<b>FORM 4</b>  ___ 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)	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>  Washington, D.C. 20549	OMB APPROVAL
	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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 Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

1. Name and Address of Reporting Person *   Malone, John C. (Last) (First) (Middle)  c/o Liberty Media Corporation  12300 Liberty Boulevard (Street)  Englewood, CO 80112 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol  Liberty Media Corporation L, LMC.B	4. Statement for (Month/Day/Year)  December 5, 2002	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director  <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below)  ___ Other (specify below)  Chairman of the Board
	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Day/Year)  /	7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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		24,281 (fn1)	A	\$6.00 per share	10,738,397	D	
Series A Common Stock	12/5/02		Code A	V	Amount 5,857 (fn1)	(A) or (D) A	Price \$6.00 per share	1,501,826	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)

**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						

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 promptly 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.

/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 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*