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

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

			6. Relationship of Reporting Person(s) to Issuer
			(Check all applicable)
Name and Address of Reporting			X Director
Person *			10% Owner
Howard, Gary S. (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol	4. Statement for	X Officer (give title below)
c/o Liberty Media Corporation	Liberty Media Corporation L, LMC.B	(Month/Day/Year) December 5, 2002	_ Other (specify below)
12300 Liberty Boulevard (Street)			Executive Vice President, Chief Operating Officer
Englewood, CO 80112 (City) (State) (Zip)	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) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person

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

1. 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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Series A Common Stock	12/5/02	C∂tie	V	721 Amount (fn1)	(A) & (D)	\$6.00ppggeshare	626,507	D	
Series A Common Stock							605,465	I	By 2002 GRAT (fn2)
Series A Common Stock							40,774	I	By 401(k) Savings Plan (fn3)
Series A Common Stock							185,120	I	By spouse's 2002 GRAT (fn4)
Series A Common Stock							12,284	I	By spouse (fn4)
Series A Common Stock							2,871	I	By daughter
Series A Common Stock							2,326	I	By son
Series A Common Stock							2,447	I	By son

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

2.				4. Transacti Code		(Instr. 3,		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Securities	10. Ownership Form of Derivative	
 Title of Derivative Security 	Price of	Transaction	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 (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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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 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) Includes 582,177 restricted shares, none of which is currently vested. (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 by 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. (fn4) The reporting person has disclaimed beneficial ownership of these shares of the Issuer's Series A Common Stock owned by his spouse.

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/s/ Gary S. Howard 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, <i>see</i> 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	2 Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm	
Last update: 09/05/2002	