

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Liberty Media Corporation

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(Name of Issuer)

Liberty Capital Series A Common Stock

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(Title of Class and Securities)

53071M302

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(CUSIP Number of Class of Securities)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all ~~of the~~ provisions of the Act (however, ~~it~~ ~~is~~ ~~not~~ ~~subject~~ ~~to~~ ~~these~~ ~~provisions~~).

(Continued on following page(s))

CUSIP No. 530718105

13G

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(1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc. I.D. No. 62-0951781

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)  
(b) X

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(3) SEC USE ONLY

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(4) ~~CITIZENSHIP~~ <sup>O H I M W H</sup> OR PLACE OF ORGANIZATION  
Tennessee

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: (5) SOLE VOTING POWEEENG c6CHES\_t I\_HC

WLM BIXN .. .W

: (7) SOLE DISPOSITIVE POWER  
(Discretionary Accounts)  
: 9,038,354 shares

: (8) SHARED DISPOSITIVE POWER  
: 4,217,676 shares (Shared)  
7,250 shares (None)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
13,263,280 shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES -X- See Items 4(c)(iii) and 4(c)(iv).

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.8 %

(12) TYPE OF REPORTING PERSON  
IA

CUSIP No. 530718105

13G

(1) NAMES OF REPORTING PERSONS  
O. Mason Hawkins I.D. No. XXX-XX-XXXX

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Citizen of United States

: (5) SOLE VOTING POWER  
(Discretionary Accounts)  
: None

NUMBER OF SHARES BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
WITH

: (6) SHARED VOTING POWER  
: None

: (7) SOLE DISPOSITIVE POWER  
: None

: (8) SHARED DISPOSITIVE POWER  
: None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (See Item 3)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0 %

(12) TYPE OF REPORTING PERSON  
IN

Int)E

Item 1.

- (a). Name of Issuer: Liberty Media Corporation
- (b). Address of Issuer's Principal Executive Offices:

12300 Liberty Boulevard  
Englewood, Colorado 80112

Item 2.

- (a) and (b). Names and Principal Business Addresses of Persons Filing:

- (1) Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119

- (3) Mr. O. Mason Hawkins  
Chairman of the Board and C.E.O.  
Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119

- (c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee corporation

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/s/ O. Mason Hawkins

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Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Ex9