

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Liberty Media Corporation

(Name of Issuer)

Liberty Capital Series A Common Stock

(Title of Class and Securities)

53071M302

(CUSIP Number of Class of Securities)

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

- /X/ 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

other provisions of the Act (however, see the Notes).

(Continued on following page(s))

CUSIP No. 53071M302
other pra5

(Discretionary Accounts)

: 6,233,167 shares

:(8) SHARED DISPOSITIVE POWER

: 0 shares (Shared)
7,750 shares (None)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,240,917 shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.1 %

(12) TYPE OF REPORTING PERSON
IA

CUSIP No. 53071M302

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 9) BENEFICIALLY OWNED

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The filing parties had previously filed with respect to the Series A Common stock of the Issuer (CUSIP 530718105). In connection with a Merger transaction which was completed on May 9, 2006, the Series A Common stock was exchanged for two tracking stocks: Series A Liberty Interactive Common Stock (CUSIP 53071M104) and Series A Liberty Capital Common Stock (CUSIP 53071M302). On March 3, 2008, the Issuer completed A reclassification of each share of Series A Liberty Capital Common Stock into one share of Series A Liberty Capital Common Stock and four Shares of Series A Liberty Entertainment Common Stock (CUSIP 53071M500). Going forward, the filing parties will Treat each of the tracking stocks as separate classes for purposes of Rule 13d-1.

Item 1.

(a). Name of Issuer: Liberty Media Corporation

(b). Address of Issuer's Principal Executive Offices:

12300 Liberty Boulevard
Englewood, Colorado 80112

Media@Mem0).

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

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

(2) Item 1.

Above percentage is based on 123,228,596 shares of Liberty Capital Series A Common stock outstanding.

(c). Number of shares as to which such person has:

(i). sole power to v

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of June 9, 2008.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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