

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**Post-Effective Amendment No. 1
to
FORM S-8**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Liberty Media Corporation

(Exact Name of Registrant as Specified in Its Charter)

<p style="text-align:center">Delaware (State or Other Jurisdiction of Incorporation or Organization)</p>	<p style="text-align:center">12300 Liberty Boulevard Englewood, Colorado 80112 (720) 875-5400 (Address of Principal Executive Offices and Zip Code)</p>	<p style="text-align:center">20-4412793 (I.R.S. Employer Identification No.)</p>
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Liberty Media Corporation 2000 Incentive Plan (As Amended and Restated Effective February 22, 2007)
Tele-Communications, Inc. 1992 Stock Incentive Plan
Amended and Restated Tele-Communications, Inc. 1994 Stock Incentive Plan (As Amended and Restated Effective September 10, 1997)
Tele-Communications, Inc. 1995 Employee Stock Incentive Plan
Amended and Restated Tele-Communications, Inc. 1996 Incentive Plan (as Amended and Restated Effective September 10, 1997)
Tele-Communications, Inc. 1998 Incentive Plan
Four Media Company 1997 Stock Plan Stock Option Agreement (as amended)
Four Media Company Replacement Nonqualified Stock Option Agreement with Repurchase Provisions
International Post Limited 1993 Long Term Incentive Plan
Liberty Digital, Inc. Amended and Restated 1997 Stock Incentive Plan
Tele-Communications International, Inc. 1996 Nonemployee Director Stock Option Plan
Tele-Communications International, Inc. 1995 Stock Incentive Plan
The Associated Group, Inc. Amended and Restated 1994 Stock Option and Incentive Award Plan
Liberty Satellite & Technology Inc. 1996 Stock Incentive Plan (formerly TCI Entertainment, Inc. 1996 Stock Incentive Plan)
1997 Nonemployee Director Stock Option Plan of TCI Satellite Entertainment, Inc.
Amended and Restated On Command Corporation 1996 Key Employee Stock Plan
Amended and Restated On Command Corporation 1997 Non-Employee Directors Stock Plan
On Command Corporation 1997 Stock Purchase Plan
 (Full title of plan)

Charles Y. Tanabe, Esq.
Liberty Media Corporation
12300 Liberty Boulevard
Englewood, Colorado 80112
(720) 875-5400

(Name, Address and Telephone Number of Agent for Service)

Copy to:
Robert W. Murray Jr. Esq.
Baker Botts L.L.P.
30 Rockefeller Plaza
New York, New York 10112
(212) 408-2500

EXPLANATORY NOTE

The Registration Statement of Liberty Media Corporation (the "Company" or the "Registrant") on Form S-4 (File No. 333-145936), filed with the Securities and Exchange Commission (the "Commission") on September 7, 2007 and declared effective on September 11, 2007, relates to, among other things, the amendment and restatement of the Company's certificate of incorporation. The Company's amended and restated charter (the "Amended Charter") was filed with the Secretary of State of the State of Delaware on March 3, 2008. Pursuant to the Amended Charter:

- each share of the Company's Series A Liberty Capital common stock, par value \$.01 per share, was reclassified into one share of the Company's reclassified Series A Liberty Capital common stock, par value \$.01 per share (the "Series A Liberty Capital common stock"), and four shares of the Company's Series A Liberty Entertainment common stock, par value \$.01 per share;
- each share of the Company's Series B Liberty Capital common stock, par value \$.01 per share, was reclassified into one share of the Company's reclassified Series B Liberty Capital common stock, par value \$.01 per share (the "Series B Liberty Capital common stock" and together with the Series A Liberty Capital common stock, the "Liberty Capital Common Stock") and one share of the Company's Series B Liberty Entertainment common stock, par value \$.01 per share.

This Amendment No. 1 hereby amends the Company's Registration Statement on Form S-8 (File No. 333-134115), filed with the Commission on May 15, 2006, to update the description of the Series A Liberty Capital common stock, Series B Liberty Capital common stock, Series A Liberty Interactive common stock, and Series B Liberty Interactive common stock.

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Note: The document(s) containing the employee benefit plan information required by Item 1 of Part I of this Form and the statement of availability of registrant information and other information required by Item 2 of Part I of this Form will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 under the Securities Act and the requirements of Part I of Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Company will maintain a file of such documents in accordance with the provisions of Rule 428 under the Securities Act. Upon request, the Company will furnish to the Commission or its staff a copy or copies of all the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, previously filed with the Commission by the Company pursuant to the Securities Exchange Act of 1933, are incorporated by reference into this Registration Statement:

1. *Limitation On Liability*

M. LaVoy Robison

*

Director

*

Larry E. Romrell

*

*By: /s/ Charles Y. Tanabe
Charles Y. Tanabe
Attorney-in-Fact

March 4, 2008

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Form of Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-4 of the Company (File No. 333-145936), filed with the Securities and Exchange Commission (the "Commission") on September 7, 2007 (the "2007 S-4 Registration Statement").
4.2	Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-4 of the Company (File No. 333-132452) filed with the Commission on April 7, 2007, and Reg on April 7,
