

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM S-8 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Liberty Media Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)

12300 Liberty Boulevard Englewood, Colorado 80112 (720) 875-5400 (Address of Principal Executive Offices and Zip Code)

20-4412793 (I.R.S. Employer Identification No.)

- 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
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)

Copy to: Charles Y. Tanabe, Esq.

Copy to:

**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 1934, as amended (the "Exchange Act"), are incorporated herein by reference.

- (i) Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 29, 2008;
  - (ii) The following Current Reports on Form 8-K: Item 8.01 filed on February 29, 2008 and Item 8.01 and Exhibits 99.2 and 99.3 of Item 9.01 filed on February 29, 2008; and
  - (vi) The description of the Company's SevboRe
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of the proceeding will be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this paragraph or otherwise.

c. Claims. If a claim for indemnification or payment of expenses under this paragraph is not paid in full within 60 days after a written claim therefor has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful, will be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by Delaware law. In any such action the Corporation will have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

d. Non-Exclusivity of Rights. The rights conferred on any person by this paragraph will not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Certificate, the Bylaws, agreement, vote of stockholders or resolution of disinterested directors or otherwise.

e. Other Indemnification. ~~Notwithstanding anything to the contrary in this Section 2.7, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity will be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit entity.~~

3. Amendment or Repeal. Any amendment, modification or repeal of the foregoing provisions of this Section E will not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit No.	Description	I	I
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		

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto, duly authorized, in the City of Englewood, State of Colorado, on March 4, 2008.

#### LIBERTY MEDIA CORPORATION

By: /s/ Charles Y. Tanabe  
Name: Charles Y. Tanabe  
Title: Executive Vice President and General Counsel

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### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher W. Shean and Charles Y. Tanabe and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and re-substitution for him and in his name, place and stead, in any and all capacities, to sign and file any or all amendments (including post-effective amendments) to this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform each and every act and thing requisite or necessary to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons (which persons constitute a majority of the Board of Directors) in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John C. Malone</u> John C. Malone	Chairman of the Board and Director	March 4, 2008
<u>/s/ Gregory B. Maffei</u> Gregory B. Maffei	Chief Executive Officer (Principal Executive Officer), President and Director	March 4, 2008
<u>/s/ David J.A. Flowers</u> David J.A. Flowers	Senior Vice President and Treasurer (Principal Financial Officer)	March 4, 2008
<u>/s/ Christopher W. Shean</u> Christopher W. Shean	Senior Vice President and Controller (Principal Accounting Officer)	March 4, 2008
<u>/s/ Robert R. Bennett</u> Robert R. Bennett	Director	March 4, 2008
<u>/s/ Donne F. Fisher</u> Donne F. Fisher	Director	March 4, 2008
<u>Paul A. Gould</u>	Director	
<u>David E. Rapley</u>	Director	
<u>/s/ M. LaVoy Robison</u> M. LaVoy Robison	Director	March 4, 2008
<u>Larry E. Romrell</u>	Director	

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### 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 "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 March 15, 2006).
  - 4.3 Specimen certificate for shares of the Company's Series A Liberty Entertainment common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.3 to the S-4 Registration Statement).
  - 4.4 Specimen certificate for shares of the Company's Series B Liberty Entertainment common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.4 to the S-4 Registration Statement).
  - 4.5 Liberty Media Corporation 2000 Incentive Plan (As Amended and Restated Effective February 22, 2007) (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of the Company (File No. 000-51990), filed with the Commission on November 9, 2007).
  - 5.1 Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.
  - 23.1 Consent of KPMG LLP.
  - 23.2 Consent of Baker Botts L.L.P. (included in Exhibit 5).
  - 24.1 Power of Attorney (included on page 7).
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Consent of Independent Registered Public Accounting Firm

The Board of Directors  
Liberty Media Corporation:

We consent to the incorporation by reference in the registration statement on Form S-8 regarding various incentive plans, of our reports, dated February 28, 2008, with respect to the consolidated balance sheets of Liberty Media Corporation and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of operations, comprehensive earnings (loss), stockholders' equity, and cash flows for each of the years in the three-year period ~~2006~~ ~~2007~~ ~~2008~~ or

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