

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

LIBERTY MEDIA CORPORATION

(Name of Issuer)

Series A Liberty Capital common stock, par value \$.01 per share;
Series B Liberty Capital common stock, par value \$.01 per share;
Series A Liberty Interactive common stock, par value \$.01 per share;
Series B Liberty Interactive common stock, par value \$.01 per share;
Series A Liberty Starz common stock, par value \$.01 per share; and
Series B Liberty Starz common stock, par value \$.01 per share

(Title of Class of Securities)

Series A Liberty Capital common stock: 53071M302;
Series B Liberty Capital common stock: 53071M401;
Series A Liberty Interactive common stock: 53071M104;
Series B Liberty Interactive common stock: 53071M203;
Series A Liberty Starz common stock: 53071M708; and
Series B Liberty Starz common stock: 53071M807

(CUSIP Number)

John C. Malone
c/o Liberty Media Corporation
12300 Liberty Boulevard
Englewood, CO 80112
(720) 875-5400

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

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| 13. | Percent of Class Represented by Amount in Row (11) | |
| | Liberty Capital Series A common stock: | 2.8%(8), (9) |
| | Liberty Capital Series B common stock: | 82.5%(8), (9) |
| | Liberty Interactive Series A common stock: | Less than 1%(8), (9) |
| | Liberty Interactive Series B common stock: | 93.8%(8), (9) |
| | Liberty Starz Series A common stock: | Less than 1%(8), (9) |
| | Liberty Starz Series B common stock: | 93.0%(8), (9) |

14. Type of Reporting Person (See Instructions)
IN

(1) Includes 75,252 LCAPA shares, 170,471 LCAPB shares, 376,260 LINTA shares, 852,358 LINTB shares, 30,100 LSTZA shares and 68,188 LSTZB shares held by Mr. Malone's wife, Mrs. Leslie Malone, as to which shares Mr. Malone disclaims beneficial ownership.

(2) Includes 682 LCAPA shares, 7,596 LINTA shares and 131 LSTZA shares held by the Liberty Media 401(k) savings plan for the benefit of Mr. Malone, and includes 165 LCAPA shares, 1,000,825 LINTA shares and 66 LSTZA shares held by a trust with respect to which Mr. Malone is the sole trustee and, with his wife, retains a unitrust interest in the trust.

(3) Includes 22,818 restricted LSTZA shares, none of which are vested or will vest within sixty days of November 30, 2009.

(4) Includes 168,472 LCAPA shares, 627,297 LINTA shares, 3,321,351 LINTB shares, 59,448 LSTZA shares and 265,708 LSTZB shares that may be acquired upon exercise of stock options exercisable within 60 days after November 30, 2009. Mr. Malone has the right to convert the options to purchase LINTB shares and LSTZB shares into options to purchase LINTA shares and LSTZA shares, respectively.

(5) Includes 2,267,940 LCAPA shares, 2,341,280 LINTA shares and 81,695 LSTZA shares pledged to Fidelity Brokerage Services, LLC ("Fidelity") in connection with a margin loan facility extended by Fidelity to Mr. Malone.

(6) In February 1998, in connection with the settlement of certain legal proceedings relative to the Estate of Bob Magness, the late founder and former Chairman of the Board of TCI, TCI entered into a call agreement with Mr. Malone and Mr. Malone's wife. In connection with the acquisition by AT&T Corp. ("AT&T") of TCI, TCI assigned to Liberty Media LLC its rights under this call agreement. The Issuer succeeded to these rights in the restructuring. As a result, the Issuer has the right, under certain circumstances, to acquire LCAPB shares, LINTB shares and LSTZB shares owned by the Malones. The call agreement also prohibits the Malones from disposing of their LCAPB shares, LINTB shares and LSTZB shares, except for certain exempt transfers (such as transfers to related parties or public sales of up to an aggregate of 5% of their shares of LCAPB, LINTB or LSTZB after conversion to shares of LCAPA, LINTA or LSTZA, respectively) and except for a transfer made in compliance with the Issuer's call rights.

(7) Includes 25,700 LCAPA shares, 91,789 LCAPB shares, 128,500 LINTA shares, 458,946 LINTB shares, 10,280 LSTZA shares and 36,715 LSTZB shares held by two trusts which are managed by an independent trustee, of which the beneficiaries are Mr. Malone's adult children. Mr. Malone has no pecuniary interest in the trusts, but he retains the right to substitute assets held by the trusts. Mr. Malone disclaims beneficial ownership of the shares held by the trusts.

(8) Based upon the following number of shares outstanding as of November 30, 2009 based on information provided by the Issuer: (i) 89,865,929 LCAPA shares,
