LIBERTY MEDIA CORP /DE/

Form 4/A

January 06, 2003

FORM 4

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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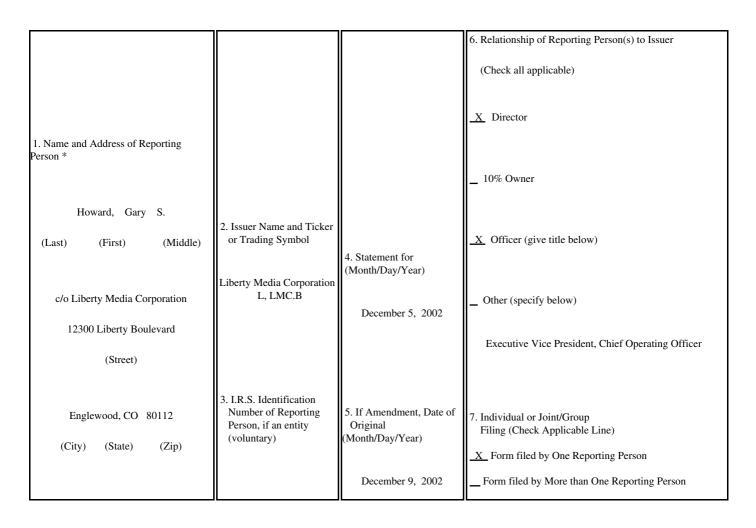


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date (Month/Day/	Execution		4. Securities Acquired (A) or Disposed of (D)	Owned Following	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Series A Common Stock	12/5/02	C∂tie	v	717 Amount (fn1)	(A) & (D)	\$6.00ppggeshare	626,503	D	
Series A Common Stock							605,465	I	By 2002 GRAT (fn2)
Series A Common Stock							40,774	I	By 401(k) Savings Plan (fn3)
Series A Common Stock							185,120	I	By spouse's 2002 GRAT (fn4)
Series A Common Stock							12,284	I	By spouse (fn4)
Series A Common Stock							2,871	I	By daughter
Series A Common Stock							2,326	I	By son
Series A Common Stock							2,447	I	By son

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	
(e.g., puts, calls, warrants, options, convertible securities)	

	2.			4. Transa Code (Instr.	ncti	(Inst	vativaritie uired or osed o) osed or o	S	cisable and	Amou Unde Secur	rlying		Securities Beneficially	10. Ownership Form of Derivative	
1. Title of Derivative Security	or Exercise	Transaction Date (Month/Day/	3A. Deemed Execution Date, if any (Month/Day/ Year)						Expiration		Amount	8. Price of Formula Privative Recurity T	Owned Following Reported Transaction(s)	Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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(fn1) These shares of Series A Common Stock were received by the reporting person in the Issuer's recently completed rights offering pursuant to the exercise of the oversubscription privilege associated with the reporting person's subscription rights. (fn2) Includes 582,177 restricted shares, none of which are currently vested. (fn3) The number of shares represents equivalent shares based on the fair market value of the shares of Series A Common Stock held by the unitized stock fund under the Issuer's 401(k) Savings Plan based on a report from the Plan Administrator dated 9/30/02. The holder has an interest in the unitized fund, which holds shares of the Issuer's Series A Common Stock and short-term investments. (fn4) The reporting person has disclaimed beneficial ownership of these shares of the Issuer's Series A Common Stock owned by his spouse.

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/s/ Gary S. Howard	1/2/03
** Signature of Reporting Person	Date
Reminder: Report on a separate line for each class of securities beneficially owned di	irectly or indirectly.
* If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).	
** Intentional misstatements or omissions of facts constitute Federal Criminal Violat See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	cions.
Note: File three copies of this Form, one of which must be manually signed. If space	e is insufficient, see Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm	
nttp://www.sec.gov/atvisions/corpjin/jorms/jorm4.ntm	
Last update: 09/05/2002	