

Securities and Exchange Commission
Washington, D. C. 20549

Schedule 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)

Liberty Media Corporation
Liberty Capital Series A Common Stock
CUSIP Number 53071M302

Date of Event Which Requires Filing of this Statement: 12/31/2008

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 53071M302

- 1) Name of reporting person:
ClearBridge Advisors, LLC
Tax Identification No.:
01-0846058
 - 2) Check the appropriate box if a member of a group:
a) n/a
b) x
 - 3) SEC use only
 - 4) Place of organization:
DE
- Number of shares beneficially owned by each reporting person with:
- 5) Sole voting power: 7,195,242
 - 6) Shared voting power: - 0 -
 - 7) Sole dispositive power: 10,252,032
 - 8) Shared dispositive power: - 0 -
 - 9) Aggregate amount beneficially owned by each reporting person:
10,252,032
- 10) Check if the aggregate amount in row (9) excludes certain shares:
anizn/A
- 11) Percent of class represented by amount in row (9):
11.19%
- 12) Type of reporting person:
IA

Item 1Euny

or 13d 2(b), check whether the person filing is a:

- (a) Broker or dealer under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance Company as defined in Section 3(a)(6) of the Act.
- (d) Inv] B