

: 22,584,666 shares (Shared)
37,250 shares (None)

(9) hAGGREGATE AMOUNT BENEFIC *M _____

Item 1.

(a). Name of Issuer: Liberty Media Corporation ("Issuer")

(b). Address of Issuer's Principal Executive Offices:

12300 Liberty Boulevard
Englewood, Colorado 80112

Item 2.

(a) and (b). Names and Principal Business Addresses of Persons Filing:

(1) Southeastern Asset Management, Inc.
6410 Poplar Ave., Suite 900
Memphis, TN 38119

(2) Mr. O. Mason Hawkins
Chairman of the Board and C.E.O.
Southeastern Asset Management, Inc.
6410 Poplar Ave., Suite 900
Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee corporation

~~rr. O. Mason Hawkins is a U.S. Citizen~~

(d). Title of Class of Securities: Series A Liberty Interactive
Common Stock (the "Securities")

(e). Cusip Number: 53071M104

Item 3. If this statement is filed pursuant to Rules 13d-1 (b) or 13d-2 (b),
check whether the person filing is a:

(e.) Investment Adviser registered under Section 203 of the Investment
Advisers Act of 1940. This statement is being filed by
Southeastern Asset Management, Inc. as a registered investment
adviser. All of the securities covered by this report are owned
legally by Southeastern's investment advisory clients and none
~~of the securities are owned directly or indirectly by Southeastern. As permitted by the~~

Shared - 22,584,666 shares
Securities owned by the following series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940, as follows:

Longleaf Partners Fund - 22,584,666 shares

No Power to Vote - 6,214,950 shares. This figure does Not include 668,000 shares held by completely non-Discretionary accounts over which the filing parties have neither voting nor dispositive power and for which the filing parties disclaim beneficial ownership.

(iii). sole power to dispose or to direct the disposition of:

46,854,863 shares

(iv). shared or no power to dispose or to direct the disposition of:

Shared - 22,584,666 shares
Securities owned by the following series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940, as follows:

Longleaf Partners Fund - 22,584,666 shares

No Power to Vote - 37,250 shares. This figure does Not include 668,000 shares held by completely non-Discretionary accounts over which the filing parties have neither voting nor dispositive power and for which the filing parties disclaim beneficial ownership.

Item 5. Ownership of Five Percent or Less of a Class: N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person: N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: N/A

Item 8. Identification and Classification of Members of the Group: N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signatures

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete, and correct.

Dated: February 6, 2007

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of February 6, 2007.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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SCHEDULE 13G - Liberty Interactive Series A ("Issuer")
Amendment #1
2
LINTA13G1.doc