

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Initial Filing)*

Liberty Media Corporation

(Name of Issuer)

Liberty Entertainment Series A Common Stock

(Title of Class and Securities)

53071M500

(CUSIP Number of Class of Securities)

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

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

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

CUSIP No. 53071M500

13G

(1) NAMES OF REPORTING PERSONS
Southeastern Asset Management, Inc. I.D. No. 62-0951781

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Tennessee

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (5) SOLE VOTING POWER
: (Discretionary Accounts)
: 36,865,168 shares

: (6) SHARED OR NO VOTING POWER

24,962,000 shares (Shared)
5,115,400 shares (No Vote)

: (7) SOLE DISPOSITIVE POWER

(3) 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

Longleaf Partners Fund, a series of Longleaf Partners Funds
Trust, a Massachusetts business trust

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Liberty Entertainment Series A
Common stock (the "Securities").

(e). Cusip Number: 53071M500

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

(d.) Investment Company registered under Sec. 8 of the Investment
Company Act - Longleaf Partners Fund, a series of Longleaf
Partners Funds Trust.

(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
are owned directly or indirectly by Southeastern. As permitted
by Rule 13d-4, the filing of this statement shall not be construed
as an admission that Southeastern Asset Management, Inc. is the
beneficial owner of any of the securities covered by this statement.

(g.) Parent Holding Company. This statement is also being filed by
Mr. O. Mason Hawkins, Chairman of the Board and C.E.O. of
Southeastern Asset Management, Inc. in the event he could be
deemed to be a controlling person of that firm as the result of
his official positions with or ownership of its voting securities.
The existence of such control is ex' ad

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

41,949,568 shares

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

Shared - 24,962,000 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:

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 th