

: (8) SHARED OR NO DISPOSITIVE POWER

: 32,411,943 shares (Shared)
0 shares (None)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
(Discretionary & Non-discretionary Accounts)
85,401,302 shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
ER 15.1 %

(12) TYPE OF REPORTING PERSON
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0
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CUSIP No. 53071M500

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(1) NAMESG

OWNED BY EACH REPORTING PERSON
WITH

: (6) SHARED VOTING POWER

: None

: (7) SOLE DISPOSITIVE POWER

: None

: (8) SHARED DISPOSITIVE POWER

: None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None (See Item 3)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0 %

(12) TYPE OF REPORTING PERSON
IN

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) Longleaf Partners Fund
c/o Southeastern Asset Management, Inc.
6410 Poplar Ave., Suite 900
Memphis, TN 38119
- (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: 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:

- (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

