

1	NAMES OF REPORTING PERSONS The DIRECTV Group, Inc.	
2	CHECK THE APPROPRIATE <input type="checkbox"/> IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONL	
4	SOURCE OF FUNDS OO	
5	CHECK <input type="checkbox"/> IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
7 8 9 10	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 0
		SHARED VOTING POWER Series A Liberty Entertainment common stock: 3,125,935 (see Items 4 and 5) Series Liberty Entertainment common stock: 21,806,160 (see Items 4 and 5)
		SOLE DISPOSITIVE POWER 0
		SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Series A Liberty Entertainment common stock: 3,125,935 (see Items 4 and 5) Series Liberty Entertainment common stock: 21,806,160 (see Item 4 and 5)	
12	CHECK <input type="checkbox"/> IF THE AGGREGATE AMOUNT IN ROW (11) INCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Series A Liberty Entertainment common stock: 0.63% (see Item 5) Series Liberty Entertainment common stock: 92.02% (see Item 5)	
14	TYPE OF REPORTING PERSON CO	

Item 1. Security and Issuer.

The DIRECTV Group, Inc. is filing this Statement on Schedule 13D (this “Statement”) with respect to the following series of common stock of Liberty Media Corporation, a Delaware corporation (“Liberty” or the “Issuer”):

(a) Series A Liberty Entertainment Common Stock, par value \$0.01 per share (“LMDIA”); and

(b) Series Liberty Entertainment Common Stock, par value \$0.01 per share (“LMDI ” and, together with LMDIA, the “Common Stock”).

The Issuer’s executive offices are located at 12300 Liberty Boulevard, Englewood, Colorado 80112.

Item 2. Identity and Background.

This Schedule 13D is being filed by The DIRECTV Group, Inc. (the “Reporting Person”).

The Reporting Person is a Delaware corporation. The principal business address of the Reporting Person is The DIRECTV Group, Inc., 2230 East Imperial Highway, El Segundo, California 90245.

The Reporting Person, through its subsidiaries and affiliated companies, is a leading provider of digital television entertainment in the United States and Latin America. The Reporting Person’s two business segments, DIRECTV U.S. and DIRECTV Latin America, which are differentiated by their geographic location, are engaged in acquiring, promoting, selling and/or distributing digital entertainment programming via satellite to residential and commercial subscribers.

Set forth on Schedule 1 to this Statement, and incorporated herein by reference, is a list of the executive officers and directors of the Reporting Person (collectively, “Schedule 1 Persons”). With respect to each Schedule 1 Person, Schedule 1 contains the following information: (i) name; (ii) business address; (iii) present principal occupation or employment and the name and business address of each corporation or organization in which each such employment is conducted; and (iv) citizenship.

During the past twelve months, neither the Reporting Person nor, to the Reporting Person’s knowledge, any Schedule 1 Person, has been involved in any legal proceedings (excluding traffic violations or similar matters) that could be considered a material conflict of interest. Neither the Reporting Person nor, to the Reporting Person’s knowledge, any Schedule 1 Person, has been involved in any legal proceedings (excluding traffic violations or similar matters) that could be considered a material conflict of interest.

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The Merger Agreement provides that SplitCo will merge with DTVG Two, Inc., with SplitCo as the surviving entity. The Reporting Person will merge with DTVG One, Inc., with the Reporting Person as the surviving entity. The completion of the two mergers will result in DIRECTV, an entity recently formed by the Reporting Person in order to effect these transactions, owning 100% of the stock of the Reporting Person. DIRECTV will issue two classes of stock: Class A, which will be publicly listed and will entitle each holder of such shares with voting rights in the Reporting Person, to vote on the Merger Agreement.

shares. Mr. Malone has pledged certain shares in the capital of Liberty to Fidelity Brokerage Services,

SIGNATURE

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

Dated: May 14, 2009

THE DIRECTV GROUP, INC.

y: /s/ Larry D. Hunter
Name: Larry D. Hunter
Title: Executive Vice President, Legal,
Administration and Human Resources,
General Counsel and Secretary

Directors and Executive Officers of The DIRECTV Group, Inc.

The name, residence or business address, present principal occupation or employment, citizenship and beneficial ownership of Liberty equity securities of the directors and executive officers of The DIRECTV Group, Inc. are set forth below. Information regarding the beneficial Ownership of Liberty Securities, Percent of Class and Voting Power with respect to Mr. John C. Malone and Mr. Gregory . Maffei is obtained from the Liberty Proxy Statement.

Name and
Position with

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
1	Agreement and Plan of Merger, dated as of May 3, 2009, by and among Liberty Media Corporation, Liberty Entertainment, Inc., The DIRECTV Group, Inc., DIRECTV, DTVG One, Inc. and DTVG Two, Inc. (incorporated by reference to Exhibit 10.1 to The DIRECTV Group, Inc. Current Report on Form 8-K (File No. 001-31945) filed on May 4, 2009 (the "DIRECTV 8-K").
2	Voting and Right of First Refusal Agreement, dated as of May 3, 2009, by and among Liberty Entertainment, Inc., The DIRECTV Group, Inc., DIRECTV, Mr. John C. Malone, Mrs. Leslie Malone, The Tracy L. Neal Trust A and The Evan D. Malone Trust A (incorporated by reference to Exhibit 10.3 to the DIRECTV 8-K).