CUSIP No.		53071M500 53071M609	SCHEDULE Page 2 13D					
1	NAMES OF REPORTING PERSONS							
2	CHEC THE APPROPRIATE O IF A MEM ER OF A GROUP (a) (b)							
3	SEC USE ON	USE ONL						
4	SOURCE OF	FUNDS						
5	CHEC O TO ITEM 2(d		CEEDINGS IS RE UIRED PURSUANT					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
NUM ER OF SHARES ENEFICIALL OWNED EACH REPORTING PERSON WITH		7	SOLE VOTING POWER					
		8	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)					
		9	SOLE DISPOSITIVE POWER					
		10	SHARED DISPOSITIVE POWER					
11	AGGREGATE AMOUNT       ENEFICIALL       OWNED       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	CHEC O IF THE AGGREGATE AMOUNT IN ROW (11) E CLUDES CERTAIN SHARES							
13	PERCENT OF CLASS REPRESENTED       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	T PE 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 oulevard, 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, **DAR**ECTV 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.

Ddgingthedpixt vivelyqdirs, neither the Reporting Person nor, to the Reporting Person's knowledge, any Schold Plate Remolecting benching b

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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 such as the surviving the stock of the stock of the reporting Person.

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SCHEDULE 13D

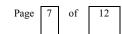
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shares. Mr. Malone has pledged certain shares in the capital of Liberty to Fidelity rokerage Services,

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SCHEDULE 13D



## 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 eneficial 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

	<u>Exhibit Index</u>
Exhibit No.	Description
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- (File No. 001-31945) filed on May 4, 2009 (the "DIRECTV 8-")).
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-).