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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Amendment No. 1  
to  
SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)**

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This Amendment No. 1 (this "Amendment") amends and supplements the Issuer Tender Offer Statement on Schedule TO (as amended and supplemented from time to time, the "Issuer Tender Offer Statement") initially filed on May 15, 2007, by Liberty Media Corporation, a Delaware corporation ("Liberty Media"), in connection with its offer to purchase up to 19,417,476 shares of its Liberty Interactive Series A common stock, par value \$0.01 per share, at a price not greater than \$25.75 nor less than \$23.75 per share, net to the seller in cash, less any applicable withholding taxes and withholdings.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**LIBERTY MEDIHP**

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EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(i)	Offer to P

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