
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

FORM 8-A/A

(Amendment No. 2 to Form 8-A Originally Filed on May 9, 2006)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

LIBERTY MEDIA CORPORATION

DELAWARE

84-1288730

12300 LIBERTY BOULEVARD
ENGLEWOOD, COLORADO

80112

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Series A Liberty Interactive common stock, par value \$0.01 per share	The NASDAQ Stock Market LLC
Series B Liberty Interactive common stock, par value \$0.01 per share	The NASDAQ Stock Market LLC
Series A Liberty Capital common stock, par value \$0.01 per share	The NASDAQ Stock Market LLC
Series B Liberty Capital common stock, par value \$0.01 per share	The NASDAQ Stock Market LLC

ý

o

333-132452 and 333-145936

None

Mandatory Dividend, Redemption and Conversion Rights on Disposition of Assets

Voting Rights

Inter-Group Interest

Liquidation

Mandatory Dividend, Redemption and Conversion Rights on Disposition of Assets

Voting Rights

DE B DA

1 2

3 4



Item 2. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
--------------------	--------------------

SIGNATURE

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
--------------------	--------------------
