

---

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



---

**EXPLANATORY NOTE**

**Amendment No. 1**

**Form 10-K/A**

**Form 10-K**

---

LIBERTY MEDIA CORPORATION  
2010 ANNUAL REPORT ON FORM 10-K/A  
(Amendment No. 2)

Table of Contents

Part III

_____	_____	—
_____	_____	—
_____	_____	—
_____	_____	—
_____	_____	—

Part IV

_____	_____	—
_____	_____	—
_____	_____	—



PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Directors and Executive Officers

Name  
**John C. Malone**  
70

Positions

---

*Professional Background*

**TCI**

*Other Public Company Directorships*

**LGI**

**LMI**

**DTVG**

**Discovery**

**DHC**

**UGC**

**Sirius**

**Live Nation**

*Board Membership Qualifications*

---



---

Name

Positions

---

*Board Membership Qualifications*

**Donne F. Fisher**

72

*Professional Background*

*Other Public Company Directorships*

*Board Membership Qualifications*

---

---

Name  
Evan D. Malone  
40

Positions

---

*Professional Background*

---



---

Name

Positions

---

**M. LaVoy Robison**  
75

*Professional Background*

---

---



---

**Item 11. Executive Compensation**

**Compensation Discussion and Analysis**

*Compensation Overview; Philosophy*

*Role of Chief Executive Officer in Compensation Decisions*

---

---

---

---

*Elements of 2010 Executive Compensation*

*Base Salary.*

---

---

---

---



---

*Bonus.*

*Equity Incentive Compensation.*

---









---

Amount IE


---

---

**Executive Compensation Arrangements**

*Malone Employment Agreement*

**1993 deferred compensation arrangement**

**installment severance plan**

---









---

---

**Outstanding Equity Awards at Fiscal Year-End**

---

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

---

---

---

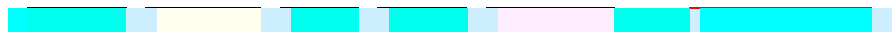
---

---

---

---

---





**Option Exercises and Stock Vested**

Name	Option Awards		Stock Awards	
	Number of shares acquired on exercise (#)(1)	Value realized on exercise (\$)	Number of shares acquired on vesting (#)(1)	Value realized on vesting (\$)
LCAPA				
LINTA				
LSTZA				
LSTZB				
LCAPA				
LINTA				
LSTZA				
LCAPA				
LINTA				
LSTZA				
LCAPA				
LINTA				

**Nonqualified Deferred Compensation Plans**





---

---

*Disability.*

---



---

---

---

**Director Compensation**

*Nonemployee Directors*

*Director Fees.*

**director fee**



---



---

**Compensation Committee Interlocks and Insider Participation**

**Compensation Committee Report**

---

---

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

**Security Ownership of Certain Beneficial Owners**

---

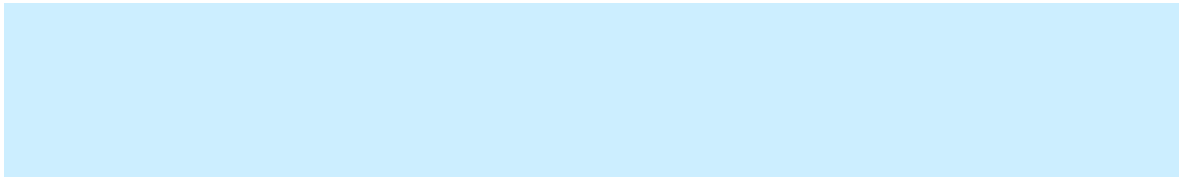
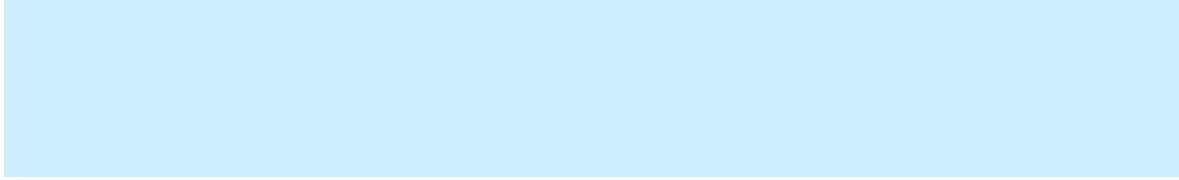
---

Name and Address of Beneficial Owner

Title of Class      Amount and  
Nature of  
Beneficial  
Ownership

Percent  
of Class  
(%)

Voting  
Power  
(%)







---

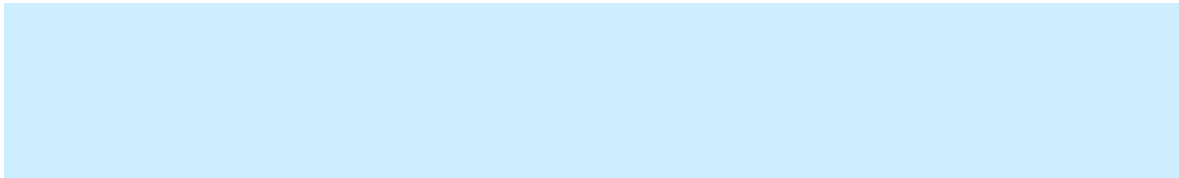
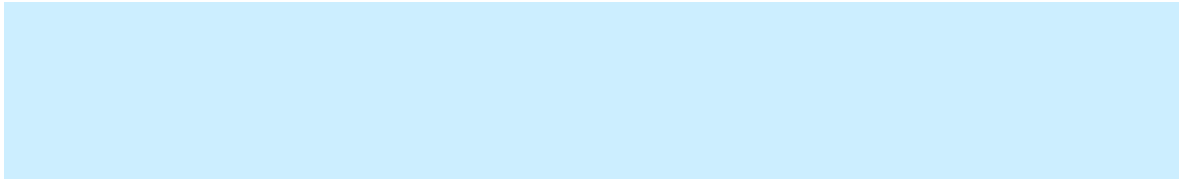
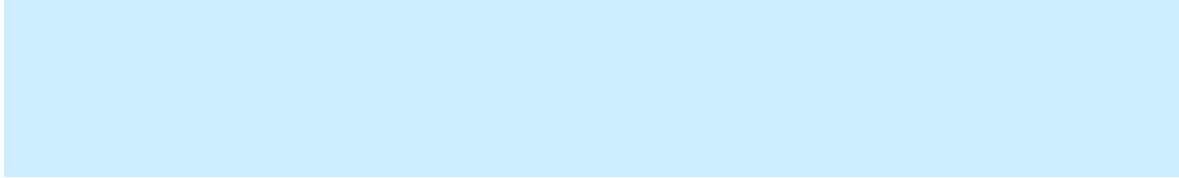
Name

Title of  
Series

Amount and  
Nature of  
Beneficial  
Ownership  
(In thousands)

Percent of  
Series  
(%)

Voting  
Power  
(%)



---

---

<u>Name</u>	<u>Title of Series</u>	<u>Amount and Nature of Beneficial Ownership (In thousands)</u>	<u>Percent of Series (%)</u>	<u>Voting Power (%)</u>
-------------	------------------------	---	------------------------------	-------------------------

				Q
--	--	--	--	---

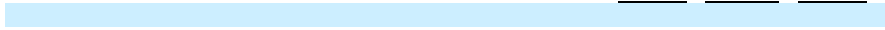
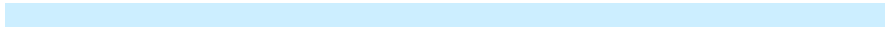
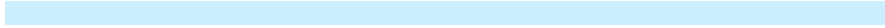
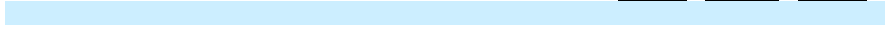
--	--	--	--	--

--	--	--	--	--

---



LCAPA







---

**Securities Authorized for Issuance Under Equity Compensation Plans**

---



---

---



---

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

---



---

**EXHIBIT INDEX**

---

---





**CERTIFICATION**

**Report**

---

*Chief Executive Officer and President*

---



**CERTIFICATION**

**Report**

---

*Senior Vice President and Treasurer*

---



CERTIFICATION

Report

---

