

LIBERTY MEDIA CORP /DE/
Form 4
May 17, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROMRELL LARRY E

2. Issuer Name and Ticker or Trading Symbol
LIBERTY MEDIA CORP /DE/ [L; LMC.B]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
12300 LIBERTY BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

ENGLEWOOD, CO 80112
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Series A Common Stock	05/13/2005		M		380,893 (1) \$ 3.38 (1)	601,201	D
Series A Common Stock	05/13/2005		D		380,893 (2) \$ 12.56 (2)	220,308	D
Series A Common Stock	05/13/2005		M		687,882 (3) \$ 2.54 (3)	908,190	D
Series A Common	05/13/2005		D		687,882 (3) \$ 12.56	220,308	D

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The method used for calculating the fair market value of the Issuer's Series A common stock for purpose of this stock appreciation right was adjusted in connection with the June 2004 spin off of Liberty Media International, Inc. from the Issuer in order to take into account the economic effect of that spin off.

- (3) The stock appreciation right was previously reported as covering 675,000 shares at an exercise price of \$2.66 per share, but was adjusted, effective as of December 2, 2002, in connection with the Issuer's 2002 rights offering. The stock appreciation right became exercisable as to 20% of the total number of shares on each August 4, beginning August 4, 1996.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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