

MALONE JOHN C  
Form 4  
June 16, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
MALONE JOHN C

2. Issuer Name and Ticker or Trading Symbol  
LIBERTY MEDIA  
INTERNATIONAL INC [LBTY]

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)  
06/15/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, CEO, Chairman

ENGLEWOOD, CO 80112

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |                 |
| Series A Common Stock           | 06/15/2005                           |  | D                              |   | 815,474   | D  | 0                                 | D               |
| Series A Common Stock           | 06/15/2005                           |  | D                              |   | 90,303  | D  | 0                                 | I<br><u>(2)</u> |
| Series A Common Stock           | 06/15/2005                           |  | D                              |   | 198   | D  | 0                                 | I<br><u>(3)</u> |
| Series A Common                 | 06/15/2005                           |  | D                              |   | 241,300   | D  | 0                                 | I<br><u>(4)</u> |

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|                             |            |  |   |           |   |            |   |   |   |
|-----------------------------|------------|--|---|-----------|---|------------|---|---|---|
| Stock                       |            |  |   |           |   |            |   |   |   |
| Series A<br>Common<br>Stock | 06/15/2005 |  | D | 46,985    | D | <u>(1)</u> | 0 | I | By 401(k)<br>Savings<br>Plan <u>(5)</u> |
| Series B<br>Common<br>Stock | 06/15/2005 |  | D | 5,186,254 | D | <u>(1)</u> | 0 | D |   |
| Series B<br>Common<br>Stock | 06/15/2005 |  | D | 1,047,646 | D | <u>(1)</u> | 0 | I | By trust<br><u>(4)</u>                  |
| Series B<br>Common<br>Stock | 06/15/2005 |  | D | 204,566   | D | <u>(1)</u> | 0 | I | By spouse<br><u>(2)</u>                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |   |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount Number Shares |
| Stock Option (right to buy) <u>(6)</u>     | \$ 33.92   | 06/15/2005                           |  | D                              | 147   | <u>(7)</u>   | 08/04/2005  | Series A<br>Common<br>Stock                   | 147                  |
| Stock Option (right to buy) <u>(6)</u>     | \$ 33.92   | 06/15/2005                           |  | D                              | 74  | <u>(7)</u>   | 02/03/2007  | Series A<br>Common<br>Stock                   | 74                   |
| Stock Option (right to buy) <u>(6)</u>     | <u>(9)</u>   | 06/15/2005                           |  | D                              | 610,927   | <u>(10)</u>  | 02/28/2011  | Series A<br>or Series<br>B<br>Common<br>Stock | 610,927              |
| Stock Option                               | \$ 36.75<br><u>(11)</u>                                | 06/15/2005                           |  | D                              | 1,568,562<br><u>(11)</u>  | <u>(7)</u>   | 06/22/2014  | Series B<br>Common                            | 1,568,562            |

(right to  
buy)

Stock

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| MALONE JOHN C<br>12300 LIBERTY BLVD.<br>ENGLEWOOD, CO 80112 | X             | X         | President, CEO, Chairman |       |

## Signatures

/s/ John C.  
Malone

06/15/2005

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposed of pursuant to a merger agreement providing for the merger of the Issuer and UnitedGlobalcom, Inc. (the merger involving the Issuer, the "Merger") with wholly-owned subsidiaries of Liberty Global, Inc. ("LGI") in exchange for an equivalent number of shares of LGI common stock of the same series.
  - (2) The Reporting Person disclaims beneficial ownership of these shares owned by his spouse.
  - (3) Held by a trust of which the Reporting Person is sole trustee and, with his spouse, retains a unitrust interest in the trust.
  - (4) Held by a trust of which the Reporting Person is sole trustee and retains a unitrust interest in the trust.
  - (5) The number of shares represents equivalent shares based on the fair market value of the shares of the Issuer's Series A Common Stock held by a unitized stock fund under the Liberty Media Corporation ("LMC") 401(k) Savings Plan based on a report from the Plan Administrator dated May 31, 2005. The Reporting Person has an interest in the unitized fund, which holds shares of the Issuer's Series A Common Stock and short-term investments.
  - (6) The option was acquired pursuant to anti-dilution provisions in the incentive plan of LMC in connection with the spin off of the Issuer from LMC on June 7, 2004 and subsequently adjusted as to exercise price and number of shares pursuant to anti-dilution provisions in the incentive plan of the Issuer in connection with the Issuer's rights offering effective August 23, 2004 (the "Rights Offering").
  - (7) The option was 100% vested.
  - (8) The option was assumed by LGI in the Merger and replaced with an option to purchase an equivalent number of shares of LGI common stock of the same series at the same exercise price.
  - (9) The Reporting Person had the choice of exercising the option for either the Issuer's Series A Common Stock at an exercise price of \$33.92 or the Issuer's Series B Common Stock at an exercise price of \$37.88.
  - (10) The option provided for vesting as to 30% of the total number of shares on February 28, 2002, and 17.5% of the total number of shares on each February 28, beginning February 28, 2003.
  - (11) The option was adjusted as to exercise price and number of shares pursuant to anti-dilution rights in the incentive plan of the Issuer in connection with the Rights Offering.

### Remarks:

The trading symbols for the Issuer's Series A and Series B Common Stock are, respectively, LBTYA and LBTYB.

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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