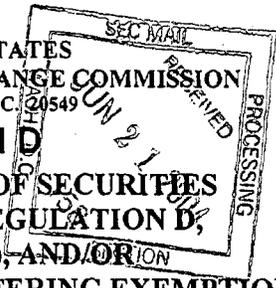


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FORM D

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



FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL table with OMB Number 3235-0076, Expires May 31, 2005, and Estimated average burden hours per response 18.00.

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Private offering of Series A Common Stock pursuant to a merger

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Liberty Media Corporation



Address of Executive Offices (12300 Liberty Boulevard, Englewood, CO 80112) and Telephone Number ((720) 875-5400). Address of Principal Business Operations and Telephone Number.

Brief Description of Business: A holding company owning interests in electronic retailing, video programming, broadband distribution and other communications businesses.

Type of Business Organization: corporation, business trust, limited partnership, already formed, limited partnership, to be formed, other (please specify).

Actual or Estimated Date of Incorporation or Organization: Month 09, Year 94, Actual, Estimated. Jurisdiction of Incorporation or Organization: DE.

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

AUS01:350233.2

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.

THOMSON FINANCIAL JUN 25 2004 PROCESSED

Handwritten signature

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity Series A common stock, par value \$.01 per share	\$ 260,350.14*	\$ 260,350.14*
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
	\$ 0	\$ 0
Total	260,350.14*	260,350.14*

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$ 0
Non-accredited Investors	10	\$ 260,350.14*
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

* This offering was made in connection with a short-form merger (the "Merger") effected pursuant to Section 253 of the Delaware General Corporation Law ("DGCL") on May 7, 2004. In the Merger, a subsidiary ("Merger Sub") of Liberty Media Corporation ("Liberty") was merged with and into Liberty Webhouse, Inc. ("LW") and the outstanding shares of the Class A nonvoting redeemable preferred stock of LW (the "LW Preferred Stock") (other than shares held by Merger Sub) were converted into the right to receive shares of Series A common stock, par value \$.01 per share, of Liberty (the "Shares"). For purposes of the Merger, each Share was valued at a price of \$11.091 per share, which is the average of the per share closing prices of Liberty Series A common stock on the New York Stock Exchange for the ten-day trading period ended May 4, 2004. The maximum aggregate number of Shares issuable pursuant to the Merger is 23,475. Liberty will not receive any cash in the offering of the Shares pursuant to the Merger. Section 253 of the DGCL requires notice of the Merger to be given to LW Holders no later than 10 days after the effective date thereof. Such notice has been given to the holders of LW Preferred Stock and Shares will be issued to holders that do not exercise statutory appraisal rights following surrender of certificates formerly representing shares of LW Preferred Stock to Liberty. The deadline to exercise appraisal rights expired June 3, 2004, and as of that date, none of the holders of LW Preferred Stock had exercised appraisal rights; therefore, each holder of LW Preferred Stock is now a record holder of the Shares to which such holder was entitled in the Merger.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. N/A

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) LIBERTY MEDIA CORPORATION	Signature <i>Elizabeth M Markowski</i>	Date June 8, 2004
Name of Signer (Print or Type) Elizabeth M. Markowski	Title of Signer (Print or Type) Senior Vice President	

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this note is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) LIBERTY MEDIA CORPORATION	Signature <i>Elizabeth M Markowski</i>	Date June 8, 2004
Name (Print or Type) Elizabeth M. Markowski	Title (Print or Type) Senior Vice President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)