

LIBERTY MEDIA CORP /DE/
Form 424B3
January 08, 2002

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-67538

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED AUGUST 22, 2001)

LIBERTY MEDIA CORPORATION
3-1/4% SENIOR EXCHANGEABLE DEBENTURES DUE 2031

The persons named in the tables below are "selling security holders," as that term is used in the prospectus, dated August 22, 2001, which covers the sale from time to time by the selling security holders named therein and in any prospectus supplement of \$817,729,000 original principal amount of Liberty Media Corporation's 3-1/4% Senior Exchangeable Debentures due 2031. Table 1 below sets forth, as of August 22, 2001, the principal amount of debentures that may be sold by the referenced selling security holders pursuant to the prospectus, as supplemented hereby. The selling security holders named in Table 1 below were not listed in the prospectus. The selling security holders named in Table 2 below were listed in the prospectus, however, they acquired additional principal amounts of debentures pursuant to Rule 144A following such listing. The selling security holders named in Table 3 were listed in the prospectus dated August 22, 2001 in error and thus all references to those selling security holders and their respective holdings should be deleted in their entirety therefrom.

Because selling security holders may sell all or some of their debentures from time to time under the prospectus, as supplemented, no estimate can be given at this time as to the principal amount of debentures that will be held by any selling security holder following any particular sale of debentures by it.

TABLE 1

NAME	PRINCIPAL AMOUNT OF DEBENTURES THAT MAY BE SOLD (\$)
BTES Convertible Arbitrage	1,830,000
BTPO Growth Vs Value	5,670,000
GLG Market Neutral Fund	50,000,000
Goldman Sachs and Company	337,000
McMahan Securities Co. L.P.	90,000
Morgan Stanley & Co. Inc.	10,000,000
Nomura Securities International, Inc.	30,000,000
Radian Asset Guaranty	1,600,000
Radian Guaranty Inc.	1,050,000
Rockhaven Premier Dividend Fund	740,000

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Sagamore Hill Hub Fund LTD	22,400,000
Sage Capital	5,000,000

TABLE 2

NAME	PRINCIPAL AMOUNT OF DEBENTURES THAT MAY BE SOLD (\$)
Independence Blue Cross	265,000
Lipper Convertibles, L.P.	32,500,000

TABLE 3

NAME	PRINCIPAL AMOUNT OF DEBENTURES THAT MAY BE SOLD (\$)
Fidelity Devonshire Trust: Fidelity Equity-Income Fund	24,600,000
Fidelity Puritan Trust: Fidelity Puritan Fund	14,140,000
Variable Insurance Products Fund: Equity-Income Portfolio	11,400,000

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES
COMMISSION HAS APPROVED OR DISAPPROVED OF
THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS
PROSPECTUS SUPPLEMENT OR THE PROSPECTUS. ANY
REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is January 8, 2002.