

# 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 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>TANABE CHARLES Y</b>			2. Issuer Name and Ticker or Trading Symbol <b>LIBERTY MEDIA CORP [LCAPA]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Executive Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/25/2011</b>					
12300 LIBERTY BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
(Street)								
ENGLEWOOD, CO 80112								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series A Liberty Capital Common Stock	05/25/2011		M		2,005	A	\$ 15.96	48,951	D	
Series A Liberty Capital Common Stock	05/25/2011		M		2,021	A	\$ 17.26	50,972	D	
Series A Liberty Capital Common Stock	05/25/2011		M		2,935	A	\$ 23.28	53,907	D	
Series A Liberty Capital Common Stock	05/25/2011		S		6,961	D	\$ 90.41 <a href="#">(1)</a>	46,946	D	
Series A Liberty Capital Common Stock								908 <a href="#">(2)</a>	I	By 401(k) Savings Plan

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

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**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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	\$ 15.96	05/25/2011		M		2,005	<a href="#">(3)</a>	03/29/2014	Series A Liberty Capital Common Stock	2,005	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 17.26	05/25/2011		M		2,021	<a href="#">(4)</a>	12/24/2014	Series A Liberty Capital Common Stock	2,021	\$ 0	6,069	D	

Empoloyee Stock Option (right to buy)	\$ 23.28	05/25/2011		M			2,935	(5)	12/17/2016	Series A Liberty Capital Common Stock	2,935	\$ 0	32,289	D
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TANABE CHARLES Y 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112			Executive Vice President	

## Signatures

/s/ Charles Y. Tanabe		05/27/2011
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.40 to \$90.43, inclusive. The reporting person undertakes to
- (1) provide to Issuer, any security holder of Issuer or the staff of the Securities and Exchange commission, upon request, full information regarding the number of shares sold at each separate price within the range.
  - (2) The number of shares reported as held in the reporting person's 401(k) is based on a plan statement from the Plan Administrator for the Issuer's 401(k) Savings Plan dated as of April 30, 2011.
  - (3) The stock options in this grant, representing a right to purchase a total of 31,900 shares, became exercisable in equal installments quarterly over four years beginning June 29, 2007.
  - (4) The stock options in this grant, representing a right to purchase a total of 32,342 shares, became exercisable in equal installments quarterly over four years beginning March 24, 2008.
  - (5) The stock options in this grant, representing a right to purchase a total of 46,965 shares, became exercisable in equal installments quarterly over four years beginning March 17, 2010.

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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