MALONE JOHN C

Form 4

February 28, 2005

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer

Number: January 31, Expires:

2005

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

MALONE JOHN C

LIBERTY MEDIA

Symbol

below)

INTERNATIONAL INC [LBTY]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X Director _X__ Officer (give title _X__ 10% Owner __ Other (specify

12300 LIBERTY BLVD.

(Month/Day/Year) 02/24/2005

President, CEO, Chairman

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ENGLEWOOD, CO 80112

							1 CISOII					
(City)	(State)	(Zip) Table	e 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. Transactio Code (Instr. 8)	ispose 4 and (A) or	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)				
Series B Common Stock	02/24/2005		Code V	Amount 100	(D)	Price \$ 45.75	1,041,828	I	By trust (1)			
Series B Common Stock	02/24/2005		P	100	A	\$ 45.55	1,041,928	I	By trust (1)			
Series B Common Stock	02/24/2005		P	100	A	\$ 45.5	1,042,028	I	By trust (1)			
Series B Common	02/25/2005		P	200	A	\$ 45.45	1,042,228	I	By trust (1)			

Stock

Series B

Common 5,186,254 D

Stock

Series B

By spouse Common 204,566 I (2)

Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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)	4. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Deletionship

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
. 0	Director	10% Owner	Officer	Other			
MALONE JOHN C							
12300 LIBERTY BLVD.	X	X	President, CEO, Chairman				
ENGLEWOOD, CO 80112							

Signatures

/s/ Elizabeth M. Markowski,

Attorney-in-fact 02/28/2005

> **Signature of Reporting Person Date

2 Reporting Owners

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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) Held by a trust of which the reporting person is sole trustee and retains a unitrust interest in the trust.
- (2) The reporting person disclaims beneficial ownership of these shares owned by his spouse.

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