

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Liberty Media Corporation

(Name of Issuer)

Series A Liberty Formula One Common Stock

(Title of Class and Securities)

531229870

(CUSIP Number of Class of Securities)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/X/ Rule 13d-1(b)
 / / Rule 13d-1(c)
 / / Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

CUSIP No. 531229870

13G

(1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc. I.D. No. 62-0951781

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

NUMBER OF SHARES BENEFICIALLY
OWNED BY EACH REPORTING PERSON
WITH

: (5) SOLE VOTING POWER
: (Discretionary Accounts)
: 0 shares

: (6) SHARED OR NO VOTING POWER
:
: 642,801 shares (Shared)
: 23,058 shares (None)

:(7) SOLE DISPOSITIVE POWER
(Discretionary Accounts)
: 23,058 shares

:(8) SHARED OR NO

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Citizen of United States

:(g

(d.) Investment Company registered under Sec. 8 of the Investment Company Act - Longleaf Partners Small-Cap Fund, a series of Longleaf Partners Funds Trust.

(e.) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940. This statement is b

Holding Company: N/A

Item 8. Identific

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SCHEDULE 13G - Liberty Media Corporation ("Issuer")
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