

KOFF DAVID B
Form 4
June 16, 2005

FORM 4

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

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

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOFF DAVID B

2. Issuer Name **and** Ticker or Trading
Symbol

LIBERTY MEDIA
INTERNATIONAL INC [LBTY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

12300 LIBERTY BLVD.

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Series A Common Stock	06/15/2005		D	10,683	D	0	D
Series A Common Stock	06/15/2005		D	640	D	0	I

By 401(k)
Savings
Plan ⁽²⁾

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

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SEC 1474
(9-02)

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 33.92	06/15/2005		D	82,976	<u>(3)</u> 02/28/2011	Series A Common Stock	82,976
Stock Option (right to buy)	\$ 33.92	06/15/2005		D	13,298	<u>(5)</u> 07/31/2013	Series A Common Stock	13,298
Stock Option (right to buy)	\$ 33.41 <u>(6)</u>	06/15/2005		D	53,192 <u>(6)</u>	<u>(7)</u> 06/22/2014	Series A Common Stock	53,192

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KOFF DAVID B 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112	Senior Vice President

Signatures

/s/ David B.
Koff 06/15/2005

 Signature of
Reporting Person Date

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).

Disposed of pursuant to a merger agreement providing for the merger of the Issuer and UnitedGlobalCom, Inc. (the merger involving the (1) Issuer, the "Merger") with wholly-owned subsidiaries of Liberty Global, Inc. ("LGI") in exchange for an equivalent number of shares of LGI Series A Common Stock.

(2)

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The number of shares represents equivalent shares based on the fair market value of the shares of the Issuer's Series A Common Stock held by a unitized stock fund under the Liberty Media Corporation 401(k) Savings Plan based on a report from the Plan Administrator dated May 31, 2005. The Reporting Person has an interest in the unitized fund, which holds shares of the Issuer's Series A Common Stock and short-term investments.

- (3) The option provided for vesting as to 30% of the total number of shares on February 28, 2002, and 17.5% of the total number of shares on each February 28, beginning February 28, 2003.
- (4) The option was assumed by LGI in the Merger and replaced with an option to purchase an equivalent number of shares of LGI Series A Common Stock at the same exercise price.
- (5) The option vests as to 20% of the total number of shares on each July 31, beginning July 31, 2004.
- (6) The option was adjusted as to exercise price and number of shares pursuant to anti-dilution rights in the incentive plan of the Issuer in connection with the Issuer's rights offering effective August 23, 2004.
- (7) The option provided for vesting as to 20% of the total number of shares on each June 22, 2005.

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.

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