

RAPLEY DAVID E
Form 4
June 16, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAPLEY DAVID E

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

12300 LIBERTY BLVD.

(Street)

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

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Series A Common Stock	06/15/2005		D	248	D 0	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Stock Option (right to buy) ⁽²⁾	\$ 33.92	06/15/2005		D	586	⁽³⁾ 09/09/2013	Series A Common Stock	586
Stock Option (right to buy) ⁽²⁾	\$ 33.92	06/15/2005		D	586	⁽³⁾ 06/01/2014	Series A Common Stock	586
Stock Option (right to buy)	\$ 33.41 ⁽⁵⁾	06/15/2005		D	3,192 ⁽⁵⁾	06/22/2005 06/22/2014	Series A Common Stock	3,192

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAPLEY DAVID E 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112	X			

Signatures

/s/ David E. Rapley 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) The option was acquired pursuant to anti-dilution provisions in the non-employee director incentive plan of Liberty Media Corporation ("LMC") in connection with the spin off of the Issuer from LMC on June 7, 2004 and subsequently adjusted as to exercise price and

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number of shares pursuant to anti-dilution provisions in the non-employee director incentive plan of the Issuer in connection with the Issuer's rights offering effective August 23, 2004 (the "Rights Offering").

- (3) The option was 100% vested.
- (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 was adjusted as to exercise price and number of shares pursuant to anti-dilution rights in the non-employee director incentive plan of the Issuer in connection with the Rights Offering.

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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