

Liberty Media Corp
Form SC 13G/A
May 24, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO § 240.13d-2

(Amendment No. 1)

LIBERTY MEDIA CORPORATION

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

530322106

(CUSIP Number)

May 24, 2013

(Date of Event Which Requires Filing of this Statement)

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

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 disclosures provided in a prior cover page. The information required on 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 (the 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.)

CUSIP No. 530322106

Page 2 of 17 Pages

1 NAME OF REPORTING PERSON

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,622,340
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
 8 SHARED DISPOSITIVE POWER
WITH

9 5,622,340
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,622,340
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 5.03%
TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,622,340
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 5,622,340
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,622,340
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 5.03%
TYPE OF REPORTING PERSON

HC, CO

CUSIP No. 530322106

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1 NAME OF REPORTING PERSON

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,000,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 3,000,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 3,000,000
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.7%
TYPE OF REPORTING PERSON

IC, CO

CUSIP No. 530322106

Page 5 of 17 Pages

1 NAME OF REPORTING PERSON

GEICO Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,000,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
 8 SHARED DISPOSITIVE POWER
WITH

9 3,000,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 3,000,000
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.7%
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

Government Employees Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,845,400
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 2,845,400
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,845,400
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.5%
TYPE OF REPORTING PERSON

IC, CO

CUSIP No. 530322106

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1 NAME OF REPORTING PERSON

GEICO Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 154,600
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 154,600
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 154,600
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

2 FlightSafety International Inc. Retirement Income Plan
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 270,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

270,000
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,000
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Fruit of the Loom Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Kentucky

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 439,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 439,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 439,000
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.4%
TYPE OF REPORTING PERSON

EP

CUSIP No. 530322106

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1 NAME OF REPORTING PERSON

2 GEICO Corporation Pension Plan Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 975,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 975,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 975,000
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.9%
TYPE OF REPORTING PERSON

EP

CUSIP No. 530322106

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1 NAME OF REPORTING PERSON

2 Johns Manville Corporation Master Pension Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Colorado

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 816,000
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 816,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 816,000
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.8%
TYPE OF REPORTING PERSON

EP

CUSIP No. 530322106

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1 NAME OF REPORTING PERSON

BNSF Master Retirement Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Texas

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 122,340
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 122,340
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 122,340
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

EP

CUSIP No. 530322106

Page 13 of 17 Pages

1 NAME OF REPORTING PERSON

R. Ted Weschler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES 285,834
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 285,834
8 SHARED DISPOSITIVE POWER
WITH

9 8,277
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 249,111
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%
TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

Explanatory Note: On May 24, 2013, Berkshire Hathaway Inc. (Berkshire) and R. Ted Weschler, an investment manager of Berkshire whose Berkshire investment portfolio includes shares of the Issuer's Class A Common Stock (Shares), entered into an agreement with respect to Mr. Weschler's personal holdings (which predate his position at Berkshire) of, and future transactions in, Shares. As a result of such agreement, Mr. Weschler, Berkshire and the Berkshire subsidiaries and subsidiary pension plans that own Shares are filing this Schedule 13G as a group under Section 13 of the Securities Exchange Act of 1934, as amended (the Exchange Act). Berkshire disclaims any beneficial ownership of Shares directly owned by Mr. Weschler or over which he has or shares trading authority on behalf of his relatives or related trusts, and Mr. Weschler disclaims any beneficial ownership of Shares owned by Berkshire, Berkshire's subsidiaries and its subsidiary pension plans. This report shall not be deemed an admission that any reporting person is the beneficial owner of any Shares that are not directly owned by such reporting person, for purposes of Section 13 of the Exchange Act or for any other purpose.

Item 1.**(a) Name of Issuer**

LIBERTY MEDIA CORPORATION

(b) Address of Issuer's Principal Executive Offices

12300 Liberty Boulevard, Englewood, CO 80112

Item 2(a). Name of Person Filing:**Item 2(b). Address of Principal Business Office:****Item 2(c). Citizenship:**

| | |
|--|-------------------------|
| Warren E. Buffett | Berkshire Hathaway Inc. |
| 3555 Farnam Street | 3555 Farnam Street |
| Omaha, Nebraska 68131 | Omaha, Nebraska 68131 |
| United States Citizen | Delaware corporation |
| National Indemnity Company | GEICO Corporation |
| 3024 Harney Street | One GEICO Plaza |
| Omaha, Nebraska 68131 | Washington, DC 20076 |
| Nebraska corporation | Delaware Corporation |
| Government Employees Insurance Company | GEICO Indemnity Company |
| One GEICO Plaza | One GEICO Plaza |
| Washington, DC 20076 | Washington, D.C. 20076 |

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| | |
|--|---|
| Maryland Corporation | Maryland corporation |
| FlightSafety International Inc. Retirement Income Plan | Fruit of the Loom Pension Trust |
| c/o FlightSafety International Inc. | c/o Fruit of the Loom |
| LaGuardia Airport | 1 Fruit of the Loom Drive |
| Flushing, NY 11371 | Bowling Green, KY 42102 |
| New York | Kentucky |
| GEICO Corporation Pension Plan Trust | Johns Manville Corporation Master Pension Trust |
| c/o GEICO Corporation | c/o Johns Manville Corporation |
| 1 Geico Plaza | 717 17 th Street |
| Washington, DC 20076 | Denver, CO 80202 |
| Maryland | Colorado |
| BNSF Master Retirement Trust | R. Ted Weschler |
| c/o BNSF Railway | 404 East Main Street |
| 2650 Lou Menk Drive | Charlottesville, VA 22902 |
| Fort Worth, TX 76131 | United States Citizen |
| Texas | |

(d) Title of Class of Securities

Class A Common Stock

(e) CUSIP Number

530322106

Item 3. If this statement is filed pursuant to § 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.), Berkshire Hathaway Inc. and GEICO Corporation are each a Parent Holding Company or Control Person, in accordance with § 240.13d-1(b)(1)(ii)(G).

National Indemnity Company, Government Employees Insurance Company and GEICO Indemnity Company are each an Insurance Company as defined in section 3(a)(19) of the Act.

BNSF Master Retirement Trust, FlightSafety International Inc. Retirement Income Plan, Fruit of the Loom Pension Trust, GEICO Corporation Pension Plan Trust and Johns Manville Corporation Master Pension Trust are each an Employee Benefit Plan in accordance with § 240.13d-1(b)(1)(ii)(F).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially Owned

See the Cover Pages for each of the Reporting Persons.

(b) Percent of Class

See the Cover Pages for each of the Reporting Persons.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition of

(iv) shared power to dispose or to direct the disposition of
See the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

See Exhibit A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 24th day of May, 2013

/s/ Warren E. Buffett
Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett
Warren E. Buffett
Chairman of the Board

NATIONAL INDEMNITY COMPANY, GEICO

CORPORATION, GOVERNMENT EMPLOYEES
INSURANCE COMPANY, GEICO INDEMNITY
COMPANY, FLIGHTSAFETY INTERNATIONAL
INC. RETIREMENT INCOME PLAN, FRUIT OF THE
LOOM PENSION TRUST, GEICO CORPORATION
PENSION PLAN TRUST, JOHNS MANVILLE
CORPORATION MASTER PENSION TRUST and
BNSF MASTER RETIREMENT TRUST.

By: /s/ Warren E. Buffett
Warren E. Buffett

Attorney-in-Fact

By: /s/ R. Ted Weschler
R. Ted Weschler

SCHEDULE 13G

EXHIBIT A

RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

GEICO Corporation

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

Government Employees Insurance Company

GEICO Indemnity Company

EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)

BNSF Master Retirement Trust

FlightSafety International Inc. Retirement Income Plan

Fruit of the Loom Pension Trust

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

OTHER MEMBER OF FILING GROUP

R. Ted Weschler

SCHEDULE 13G

EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Class A Common Stock of Liberty Media Corporation may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: May 24, 2013

/S/ Warren E. Buffett
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: May 24, 2013

/S/ Warren E. Buffett
By: Warren E. Buffett

Title: Chairman of the Board

National Indemnity Company

Dated: May 24, 2013

/S/ Marc D. Hamburg
By: Marc D. Hamburg

Title: Chairman of the Board

GEICO Corporation

Dated: May 24, 2013

/S/ Michael H. Campbell
By: Michael H. Campbell

Title: Vice President

Government Employees Insurance Company

Dated: May 24, 2013

/S/ Michael H. Campbell
By: Michael H. Campbell

Title: Senior Vice President

GEICO Indemnity Company

Dated: May 24, 2013

/S/ Michael H. Campbell
By: Michael H. Campbell

Title: Senior Vice President

| | |
|---------------------|--|
| Dated: May 24, 2013 | FlightSafety International Inc. Retirement Income Plan /S/ Bruce Whitman By: Bruce Whitman Title: President and Chief Executive Officer, FlightSafety International, Inc. Fruit of the Loom Pension Trust |
| Dated: May 24, 2013 | /S/ Rick Medlin By: Rick Medlin Title: President and Chief Executive Officer, Fruit of the Loom GEICO Corporation Pension Plan Trust |
| Dated: May 24, 2013 | /S/ Michael H. Campbell By: Michael H. Campbell Title: Senior Vice President, GEICO Corporation Johns Manville Corporation Master Pension Plan |
| Dated: May 24, 2013 | /S/ Mary Rhinehart By: Mary Rhinehart Title: President and Chief Executive Officer Johns Manville Corporation BNSF Master Retirement Trust |
| Dated: May 24, 2013 | /S/ Thomas N. Hund By: Thomas N. Hund Title: Executive Vice President, Burlington Northern Santa Fe, LLC |
| Dated: May 24, 2013 | /s/ R. Ted Weschler R. Ted Weschler |