

BENNETT ROBERT R
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 *
BENNETT ROBERT R

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)

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

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

ENGLEWOOD, CO 80112

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Series A Common Stock | 06/15/2005 | | D | 150,910 | D 0 | D | |
| Series A Common Stock | 06/15/2005 | | D | 75,084 | D 0 | I | By Hilltop Investments, Inc. |
| Series A Common Stock | 06/15/2005 | | D | 1,579 | D 0 | I | By 401(k) Savings Plan (2) |
| Series B Common | 06/15/2005 | | D | 24 | D 0 | I | By Hilltop Investments, |

Stock

Inc.

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Stock Option (right to buy) | \$ 33.92 | 06/15/2005 | | D | 1,364 | <u>(3)</u> 07/11/2007 | Series A Common Stock 1,364 |
| Stock Option (right to buy) | \$ 33.92 | 06/15/2005 | | D | 53,192 | <u>(5)</u> 07/31/2013 | Series A Common Stock 53,192 |
| Stock Option (right to buy) | <u>(6)</u> | 06/15/2005 | | D | 887,227 | <u>(7)</u> 02/28/2011 | Series A or Series B Common Stock 887,227 |
| Stock Option (right to buy) | \$ 33.41 <u>(8)</u> | 06/15/2005 | | D | 3,192 <u>(8)</u> | 06/22/2005 06/22/2014 | Series A Common Stock 3,192 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENNETT ROBERT R 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112 | X | | Vice Chairman | |

Signatures

/s/ Robert R.
Bennett

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

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 ("LMC") 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.
 - (2) The option was 100% vested.
 - (3) The option was assumed by LGI in the Merger and replaced with an option to purchase an equivalent number of shares of LGI common stock of the same series at the same exercise price.
 - (4) The option provided for vesting as to 20% of the total number of shares on each July 31, beginning July 31, 2004.
 - (5) The Reporting Person had the choice of exercising the option for either the Issuer's Series A Common Stock at an exercise price of \$33.92 or the Issuer's Series B Common Stock at an exercise price of \$37.88.
 - (6) 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.
 - (7) 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 Issuer's rights offering effective August 23, 2004.
 - (8)

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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