

LEONARD DAVID J
Form 4
June 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
LEONARD DAVID J

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)
Senior Vice President

ENGLEWOOD, CO 80112
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Series A Common Stock | 06/15/2005 | | D | | 118 ⁽¹⁾ D ₍₂₎ 0 | D | |
| Series A Common Stock | 06/15/2005 | | D | | 6 D ₍₂₎ 0 | I | By 401(k) Savings Plan ⁽³⁾ |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽⁴⁾ | \$ 33.92 | 06/15/2005 | | D | 7,979 | ⁽⁵⁾ 12/13/2013 | Series A Common Stock | 7,979 |
| Stock Option (right to buy) | \$ 33.41 ⁽⁷⁾ | 06/15/2005 | | D | 42,554 | ⁽⁸⁾ 06/22/2014 | Series A Common Stock | 42,554 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEONARD DAVID J 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112 | | | Senior Vice President | |

Signatures

/s/ David J.
Leonard

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) Received in the spin off of the Issuer from Liberty Media Corporation ("LMC") on June 7, 2004 (the "Spin Off").

(2) 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 Series A Common Stock.

(3) 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 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.

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- The option was acquired pursuant to anti-dilution provisions in the incentive plan of LMC in connection with the Spin Off and
- (4) subsequently adjusted as to exercise price and number of shares pursuant to anti-dilution provisions in the incentive plan of the Issuer in connection with the Issuer's rights offering effective August 23, 2004 (the "Rights Offering").
 - (5) The option provided for vesting as to 20% of the total number of shares on each December 13, beginning December 13, 2004.
 - (6) 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.
 - (7) 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 Rights Offering.
 - (8) The option provided for vesting as to 20% of the total number of shares on each June 22, beginning 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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