

HOLLIS GRAHAM

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 *
HOLLIS GRAHAM

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
____X____ Officer (give title ____ Other (specify
below) below)

Senior Vice President

ENGLEWOOD, CO 80112

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Series A Common Stock	06/15/2005		D	1,008 D <u>1</u> 0		D	
Series A Common Stock	06/15/2005		D	5,564 D <u>1</u> 0		I	By spouse (2)
Series A Common Stock	06/15/2005		D	756 D <u>1</u> 0		I	By 401(k) Savings Plan

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)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽³⁾	\$ 33.92	06/15/2005		D	40,966	⁽⁴⁾ 02/28/2011	Series A Common Stock	40,966
Stock Option (right to buy) ⁽³⁾	\$ 33.92	06/15/2005		D	3,990	⁽⁶⁾ 07/31/2013	Series A Common Stock	3,990
Stock Option (right to buy)	\$ 33.41 ⁽⁷⁾	06/15/2005		D	42,554 ⁽⁷⁾	⁽⁸⁾ 06/22/2014	Series A Common Stock	42,554

Reporting Owners

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

Signatures

/s/ Graham
Hollis

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 Series A Common Stock.

(2) The reporting person disclaims beneficial ownership of these shares owned by his spouse.

(3) The option was acquired pursuant to anti-dilution provisions in the 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 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").

(4) 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.

(5) 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.

(6) The option provided for vesting as to 20% of the total number of shares on each July 31, beginning July 31, 2004.

(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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