

HOLLIS GRAHAM
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 *
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
 Officer (give title below) _____ Other (specify 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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Series A Common Stock | 06/15/2005 | | D | 1,008 D 0.00 | | D | |
| Series A Common Stock | 06/15/2005 | | D | 5,564 D 0.00 | | I | By spouse (2) |
| Series A Common Stock | 06/15/2005 | | D | 756 D 0.00 | | 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. 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).
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 reporting person disclaims beneficial ownership of these shares owned by his spouse.
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
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.