ON COMMAND CORP

Form 4

February 07, 2003

FORM 4

__ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

			6. Relationship of Reporting Person(s) to Issuer
			(Check all applicable)
			_ Director
Name and Address of Reporting Person *			X 10% Owner
Liberty Media Corporation	Issuer Name and Ticker or Trading Symbol		_ Officer (give title below)
(Last) (First) (Middle)		4. Statement for	
	On Command Corporation	(Month/Day/Year)	_ Other (specify below)
12300 Liberty Boulevard	ONCO	February 5, 2003	_
(Street)			-
Englewood CO 80112 (City) (State) (Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X 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

	Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of	Beneficially Owned Following Reported Transaction(s)	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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		Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/03	P		1,329,368	A	\$0.75	22,778,177 (fn1)	I (fn1)	By Liberty Satellite & Technology, Inc., a majority owned subsidiary (fn1)
			_						

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	2.			4. Trans: Code (Instr.	acti	(Inst	vativaritie uired or osed)) r. 3,	8	cisable and ate	Amou Unde Secur	rlying		Securities Beneficially	10. Ownership Form of Derivative Securities:	
Derivative Security	or Exercise Price of	Transaction Date (Month/Day/	3A. Deemed Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date		or Number	8. Price of Derivative Security	Following Reported Transaction(s)	Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses	EXD.
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(fn1) The Reporting Person is filing this Form 4 as a result of an acquisition of 1,329,368 shares of Common Stock by the Reporting Person s majority owned subsidiary, Liberty Satellite & Technology, Inc. (Liberty Satellite). As a result of its control of Liberty Satellite, the Reporting Person may be deemed to be the beneficial owner of 19,404,240 shares of Common Stock held by Ascent Entertainment Group, Inc., a wholly owned subsidiary of Liberty Satellite, 2,044,444 shares of Common Stock held directly by Liberty Satellite, as well as the 1,329,368 shares of Common Stock held by Liberty Satellite as a result of the acquisition reported hereby. The Reporting Person also beneficially owns 125 shares of Common Stock through one of its wholly owned subsidiaries.

/s/ Charles Y. Tanabe

02/06/03

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**	Signature	of	Reporting	Person
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Date

Senior Vice President

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, <i>see</i> 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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm
Last update: 09/05/2002
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