

Edgar Filing: ON COMMAND CORP - Form 4

ON COMMAND CORP
 Form 4
 May 10, 2002

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 FORM 4

 OMB APPROVAL

[] CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4
 OR FORM 5 OBLIGATIONS
 MAY CONTINUE. SEE
 INSTRUCTION 1 (b).

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

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	6. R
LIBERTY MEDIA CORPORATION			On Command Corporation (ONCO)	t
(Last)	(First)	(Middle)	3. IRS Identification	4. Statement for
12300 LIBERTY BLVD.			Number of Reporting	Month/Year
	(Street)		Person, if an entity	04/2002
ENGLEWOOD, CO 80112			(voluntary)	5. If Amendment,
	(City)	(State)	84-1288730	Date of Original
		(Zip)		(Month/Year)
				7. I
				(

 TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DIS

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of curities B cially Own End of Mon (Instr. 3
		Code	V Amount (A) or Price (D)	

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Common Stock	04/01/2002	J	(1)	(1)	(1)	19,404,365
Series B Preferred Stock	04/01/2002	J	(1)	(1)	(1)	15,000
Series C Preferred Stock	04/01/2002	J	(1)	(1)	(1)	10,000

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (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)	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.	
			Code	V	(A)	(D)	Date Exercisable Date
Series A Warrants	\$15.27/sh	4/1/2002	J	(1)	(1)	Immed.	10/7/2003
Series D Preferred Stock	\$7.55/sh	4/1/2002	J	(1)	(1)	12/31/2002	6/30/2011 (2)
Series B Warrants	\$15.27/sh	N/A	N/A	N/A	N/A	Immed.	10/7/2003

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9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1,123,792 (1)	I	By majority owned subsidiary (1)
60,000 (1)	I	By majority owned subsidiary (1)
40 (3)	I	By wholly owned subsidiary

Explanation of Responses:

SEE ATTACHED PAGE FOR FOOTNOTES.

/s/ Elizabeth M. Markowski

May 9, 2002

 **Signature of Reporting Person
 Name: Elizabeth M. Markowski
 Title: Senior Vice President

 Date

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, 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

ATTACHMENT TO FORM 4

Name and Address of Reporting Person:

LIBERTY MEDIA CORPORATION
 12300 Liberty Boulevard
 Englewood, Colorado 80112

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Issuer Name and Ticker or Trading Symbol: On Command Corporation
(ONCO)

Statement for Month/Year: 04/2002

Explanation of Responses:

(1) The Reporting Person is filing this Form 4 because of the change in its indirect ownership of the securities covered hereby (other than 125 shares of Common Stock and the Series B Warrants, which are owned by a wholly owned subsidiary of the Reporting Person) as a result of the transfer of Ascent Entertainment Group, Inc., a wholly-owned subsidiary of the Reporting Person and direct owner of such securities ("Ascent"), to a non-wholly-owned subsidiary of the Reporting Person. This transaction may be deemed to constitute a reduction in the Reporting Person's indirect pecuniary interest in such shares. On April 1, 2002, pursuant to a Purchase Agreement dated as of August 16, 2001, as amended, by and among Liberty Satellite & Technology, Inc. ("LSAT"), the Reporting Person, only for certain limited purposes, and another entity, all of the shares of Ascent were transferred by the Reporting Person to LSAT. Following this transaction, the Reporting Person is the owner of 84.1% of the outstanding common stock of LSAT and 100% of LSAT's outstanding preferred stock, including both convertible and nonconvertible preferred stock with an aggregate stated value of \$300 million.

(2) The Issuer is required to redeem all outstanding shares of Series D Preferred Stock on June 30, 2011. At any time prior to that time and on or after December 31, 2002, each share of Series D Preferred Stock, with a stated value per share of \$1,000, may be converted into 132.4503 fully paid and non-assessable shares of Common Stock.

(3) Due to a clerical error, the Reporting Person had previously reported owning 39 Series B Warrants.