

OMB APPROVAL
OMB Number: 3235-0145 Expires: February 28, 2009 Estimated average burden hours per response.....10.4

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
 (Amendment No. 2)\***

LIBERTY GLOBAL, INC.

(Name of Issuer)

SERIES A COMMON STOCK

(Title of Class of Securities)

530555101

(CUSIP Number)

November 12, 2009

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Page 1 of 32 pages

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  SPO Partners II, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only

4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 16,445,822(1)
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 16,445,822(1)
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 16,445,822	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 12.7%	
12.	Type of Reporting Person (See Instructions) (PN)	

(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

(Page 2 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  SPO Advisory Partners, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 16,445,822(1)(2)
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 16,445,822(1)(2)
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 16,445,822	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9)	

	12.7%
12.	Type of Reporting Person (See Instructions) (PN)

- (1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.
- (2) Power is exercised through its sole general partner, SPO Advisory Corp.

(Page 3 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  San Francisco Partners, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization California	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power  717,279(1)
	6.	Shared Voting Power  0
	7.	Sole Dispositive Power  717,279(1)
	8.	Shared Dispositive Power  0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  717,279	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9)  0.6%	
12.	Type of Reporting Person (See Instructions) (PN)	

- (1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

(Page 4 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  SF Advisory Partners, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	

	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization California
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 717,279(1)(2)
	6. Shared Voting Power 0
	7. Sole Dispositive Power 717,279(1)(2)
	8. Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 717,279
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) 0.6%
12.	Type of Reporting Person (See Instructions) (PN)

- (1) Solely in its capacity as the sole general partner of San Francisco Partners, L.P.
- (2) Power is exercised through its sole general partner, SPO Advisory Corp.

(Page 5 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  SPO Advisory Corp.
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 17,163,101(1)(2)
	6. Shared Voting Power 0
	7. Sole Dispositive Power 17,163,101(1)(2)
	8. Shared Dispositive Power 0

9.	Aggregate Amount Beneficially Owned by Each Reporting Person 17,163,101
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) 13.2%
12.	Type of Reporting Person (See Instructions) (CO)

- (1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 16,445,822 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 717,279 of such shares.
- (2) Power is exercised through its four controlling persons, John H. Scully, William E. Oberndorf, William J. Patterson and Edward H. McDermott.

(Page 6 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  John H. Scully	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power  204,177(1)
	6.	Shared Voting Power  17,415,868(2)
	7.	Sole Dispositive Power  204,177(1)
	8.	Shared Dispositive Power  17,415,868(2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 17,620,045	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 13.6%	
12.	Type of Reporting Person (See Instructions) (IN)	

- (1) Of these shares, 78,065 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as the trustee for the John H. Scully Living Trust, dated 10/1/03; 700 shares are held in Mr. Scully's Individual Retirement Accounts, which are self-directed; and 125,412 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as controlling person, sole director and executive officer of Phoebe Snow Foundation, Inc.
- (2) Of these shares, 17,163,101 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of four controlling persons of

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  William E. Oberndorf
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization USA
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power  305,514(1)
	6. Shared Voting Power  17,194,415(2)
	7. Sole Dispositive Power  305,514(1)
	8. Shared Dispositive Power  17,194,415(2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  17,499,929
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)  13.5%
12.	Type of Reporting Person (See Instructions)  (IN)

- (1) Of these shares, 200,000 shares are held in Mr. Oberndorf's Individual Retirement Accounts, which are self-directed; 100,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as sole general partner of Oberndorf Family Partners, a family partnership; and 5,514 shares are owned by Mr. Oberndorf solely in his capacity as trustee for the account of his children.
- (2) Of these shares, 17,163,101 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of four controlling persons of SPO Advisory Corp; 17,228 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a trustee for the William and Susan Oberndorf Trust, dated 10/19/98; and 14,086 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a controlling person of Oberndorf Foundation, a family foundation.

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  William J. Patterson
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>

3.	SEC Use Only		
4.	Citizenship or Place of Organization USA		
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	0
	6.	Shared Voting Power	17,188,901(1)
	7.	Sole Dispositive Power	0
	8.	Shared Dispositive Power	17,188,901(1)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 17,188,901		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>		
11.	Percent of Class Represented by Amount in Row (9) 13.2%		
12.	Type of Reporting Person (See Instructions) (IN)		

- (1) Of these shares, 17,163,101 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as one of four controlling persons of SPO Advisory Corp, and 25,800 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as a controlling person, director and executive officer of the Elizabeth R. & William J. Patterson Foundation.

(Page 9 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Edward H. McDermott		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization USA		
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	2,078(1)
	6.	Shared Voting Power	17,163,101(2)
	7.	Sole Dispositive Power	2,078(1)
	8.	Shared Dispositive Power	17,163,101(2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person		

	17,165,179
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) 13.2%
12.	Type of Reporting Person (See Instructions) (IN)

- (1) Of these shares, 1,538 shares are held in Mr. McDermott's Individual Retirement Accounts, which are self-directed.
- (2) These shares may be deemed to be beneficially owned by Mr. McDermott solely in his capacity as one of four controlling persons of SPO Advisory Corp.

(Page 10 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  The John H. Scully Living Trust, dated 10/1/03	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization California	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power  78,065(1)
	6.	Shared Voting Power  252,767(2)
	7.	Sole Dispositive Power  78,065(1)
	8.	Shared Dispositive Power  252,767(2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  330,832	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9)  0.3%	
12.	Type of Reporting Person (See Instructions) (OO)	

- (1) Power is exercised through its trustee, John H. Scully.
- (2) These shares may be deemed to be beneficially owned by The John H. Scully Living Trust, dated 10/1/03 solely in its capacity as one of the general partners of Netcong Newton Partners, L.P.

(Page 11 of 32 pages)

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Phoebe Snow Foundation, Inc.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization California	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power  125,412(1)
	6.	Shared Voting Power  0
	7.	Sole Dispositive Power  125,412(1)
	8.	Shared Dispositive Power  0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  125,412	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9)  **0.1%	
12.	Type of Reporting Person (See Instructions)  (CO)	

(1) Power is exercised through its controlling person, sole director and executive officer, John H. Scully.

\*\* Denotes less than.

(Page 12 of 32 pages)

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Netcong Newton Partners, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization California	
Number of Shares Beneficially Owned by	5.	Sole Voting Power  252,767(1)
	6.	Shared Voting Power

Each Reporting Person With:		0
	7.	Sole Dispositive Power 252,767(1)
	8.	Shared Dispositive Power 0

9.	Aggregate Amount Beneficially Owned by Each Reporting Person 252,767
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) 0.2%
12.	Type of Reporting Person (See Instructions) (PN)

(1) Power is exercised through one of its general partners, the John H. Scully Living Trust, dated 10/1/03.

(Page 13 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  William and Susan Oberndorf Trust, dated 10/19/98
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization California

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 17,228(1)
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 17,228(1)
	8.	Shared Dispositive Power 0

9.	Aggregate Amount Beneficially Owned by Each Reporting Person 17,228
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) **0.1%
12.	Type of Reporting Person (See Instructions) (OO)

(1) Power is exercised through its trustees, William E. Oberndorf and Susan C. Oberndorf.

\*\* Denotes less than.

(Page 14 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Oberndorf Family Partners
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization California
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power  100,000(1)
	6. Shared Voting Power  0
	7. Sole Dispositive Power  100,000(1)
	8. Shared Dispositive Power  0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  100,000
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)  **0.1%
12.	Type of Reporting Person (See Instructions)  (PN)

(1) Power is exercised through its sole general partner, William E. Oberndorf.

\*\* Denotes less than.

(Page 15 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Oberndorf Foundation
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only

4.	Citizenship or Place of Organization California	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 14,086(1)
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 14,086(1)
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 14,086	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) **0.1%	
12.	Type of Reporting Person (See Instructions) (CO)	

(1) Power is exercised through its two directors, William E. Oberndorf and Susan C. Oberndorf.

\*\* Denotes less than.

(Page 16 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  The Elizabeth R. & William J. Patterson Foundation	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization California	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 25,800(1)
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 25,800(1)
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 25,800	

10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) **0.1%
12.	Type of Reporting Person (See Instructions) (CO)

(1) Power is exercised through its controlling persons, directors and executive officers, William J. Patterson and Elizabeth R. Patterson.

\*\* Denotes less than.

(Page 17 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Betty Jane Weimer		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization USA		
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	3,300
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	3,300
	8.	Shared Dispositive Power	0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  3,300		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>		
11.	Percent of Class Represented by Amount in Row (9)  **0.1%		
12.	Type of Reporting Person (See Instructions) (IN)		

\*\* Denotes less than.

(Page 18 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Brian Scully		
----	---	--	--

2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization USA		
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 2,500	
	6.	Shared Voting Power 0	
	7.	Sole Dispositive Power 2,500	
	8.	Shared Dispositive Power 0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,500		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>		
11.	Percent of Class Represented by Amount in Row (9) **0.1%		
12.	Type of Reporting Person (See Instructions) (IN)		

\*\* Denotes less than.

(Page 19 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Vincent Scully		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization USA		
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 1,740	
	6.	Shared Voting Power 0	
	7.	Sole Dispositive Power 1,740	
	8.	Shared Dispositive Power 0	

9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,740
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) **0.1%
12.	Type of Reporting Person (See Instructions) (IN)

\*\* Denotes less than.

(Page 20 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Eli Weinberg	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power  259(1)
	6.	Shared Voting Power  0
	7.	Sole Dispositive Power  259(1)
	8.	Shared Dispositive Power  0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  259	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9)  **0.1%	
12.	Type of Reporting Person (See Instructions) (IN)	

(1) Of these shares, 5 shares are held in Mr. Weinberg's 401(k) account, which is self-directed.

\*\* Denotes less than.

(Page 21 of 32 pages)

CUSIP No. 530555101

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Ian R. McGuire
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization USA
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power  990
	6. Shared Voting Power  0
	7. Sole Dispositive Power  990
	8. Shared Dispositive Power  0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  990
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)  **0.1%
12.	Type of Reporting Person (See Instructions)  (IN)

\*\* Denotes less than.

(Page 22 of 32 pages)

**Item 1.**

**(a) Name of Issuer**

Liberty Global, Inc.

**(b) Address of Issuer's Principal Executive Offices**

12300 Liberty Boulevard  
Englewood, Colorado 80112

**Item 2.**

**(a) Name of Person Filing**

SPO Partners II, L.P., a Delaware limited partnership ("SPO"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), San Francisco Partners, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), William E. Oberndorf ("WEO"), William J. Patterson ("WJP"), Edward H. McDermott ("EHM"), The John H. Scully Living Trust, dated 10/1/03 ("JHS Trust"), Phoebe Snow Foundation, Inc., a California corporation ("PS Foundation"), Netcong Newton Partners, L.P., a California limited partnership ("NNP"), the William and Susan Oberndorf Trust, dated 10/19/98 ("Oberndorf Trust"), Oberndorf Family Partners, a California limited partnership ("OFP"), The Oberndorf Foundation, a California corporation ("Oberndorf Foundation"), The Elizabeth R. & William J. Patterson Foundation, a California corporation ("Patterson Foundation"), Betty Jane Weimer ("BJW"), Brian Scully ("BS"), Vincent Scully ("VS"), Eli J. Weinberg ("EJW") and Ian R. McGuire ("IRM"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp, JHS, WEO,

WJP, JHS Trust, PS Foundation, NNP, Oberndorf Trust, OFP, Oberndorf Foundation, Patterson Foundation, BJW, EHM, BS, VS, EJW and IRM are sometimes hereinafter referred to as the “Reporting Persons.”

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Act”), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

**(b), (c) Address of Principal Business Office or, if None, Residence; Citizenship of Reporting Persons**

The principal business address of SPO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO is a Delaware limited partnership.

The principal business address of SPO Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Partners is a Delaware limited partnership.

The principal business address of SFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SFP is a California limited partnership.

(Page 23 of 32 pages)

The principal business address of SF Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SF Advisory Partners is a Delaware limited partnership.

The principal business address of SPO Advisory Corp. is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Corp. is a Delaware corporation.

The principal business address of JHS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is a citizen of the United States of America.

The principal business address of WEO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. WEO is a citizen of the United States of America.

The principal business address of WJP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. WJP is a citizen of the United States of America.

The principal business address of the JHS Trust is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS Trust is a living trust, established for the benefit of JHS. Certain information with respect to JHS, the trustee for the JHS Trust, is set forth above.

The principal business address of PS Foundation is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. PS Foundation is a California corporation.

The principal business address of NNP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. NNP is a California limited partnership.

The principal business address of the Oberndorf Trust is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. The Oberndorf Trust is a living trust, established for the benefit of WEO and his wife, Susan C. Oberndorf. WEO and Ms. Oberndorf are the trustees of the Oberndorf Trust. Certain information with respect to WEO is set forth above. Ms. Oberndorf’s principal business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Ms. Oberndorf is a citizen of the United States of America.

The principal business address of OFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. OFP is a California limited partnership.

The principal business address of Oberndorf Foundation is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Oberndorf Foundation is a California corporation.

The principal business address of the Patterson Foundation is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. The Patterson Foundation is a California corporation.

The principal business address of BJW is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. BJW is a citizen of the United States of America.

(Page 24 of 32 pages)

The principal business address of EHM is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EHM is a citizen of the United States of America.

The principal business address of BS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. BS is a citizen of the United States of America.

The principal business address of VS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. VS is a citizen of the United States of America.

The principal business address of EJW is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EJW is a citizen of the United States of America.

The principal business address of IRM is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. GM is a citizen of the United States of America.

**(d) Title of Class of Securities**

Series A Common Stock, par value \$0.01 per share.

**(e) CUSIP Number:**

530555101

**Item 3. Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):**

Not Applicable.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount beneficially owned:**

SPO Partners II, L.P.	16,445,822 common shares
SPO Advisory Partners, L.P.	16,445,822 common shares
San Francisco Partners, L.P.	717,279 common shares
SF Advisory Partners, L.P.	717,279 common shares
SPO Advisory Corp.	17,163,101 common shares
John H. Scully	17,620,045 common shares
William E. Oberndorf	17,499,929 common shares
William J. Patterson	17,188,901 common shares
Edward H. McDermott	17,165,179 common shares
The John H. Scully Living Trust, dated 10/1/03	330,832 common shares
Phoebe Snow Foundation, Inc.	125,412 common shares
Netcong Newton Partners, L.P.	252,767 common shares
William and Susan Oberndorf Trust, dated 10/19/98	17,228 common shares

(Page 25 of 32 pages)

Oberndorf Family Partners	100,000 common shares
Oberndorf Foundation	14,086 common shares
The Elizabeth R. & William J. Patterson Foundation	25,800 common shares
Betty Jane Weimer	3,300 common shares
Brian Scully	2,500 common shares
Vincent Scully	1,740 common shares
Eli Weinberg	259 common shares
Ian R. McGuire	990 common shares

**(b) Percent of class:**

SPO Partners II, L.P.	12.7%
SPO Advisory Partners, L.P.	12.7%
San Francisco Partners, L.P.	0.6%
SF Advisory Partners, L.P.	0.6%
SPO Advisory Corp.	13.2%
John H. Scully	13.6%
William E. Oberndorf	13.5%
William J. Patterson	13.2%
Edward H. McDermott	13.2%
The John H. Scully Living Trust, dated 10/1/03	0.3%
Phoebe Snow Foundation, Inc.	**0.1%
Netcong Newton Partners, L.P.	0.2%
William and Susan Oberndorf Trust, dated 10/19/98	**0.1%
Oberndorf Family Partners	**0.1%
Oberndorf Foundation	**0.1%
The Elizabeth R. & William J. Patterson Foundation	**0.1%
Betty Jane Weimer	**0.1%
Brian Scully	**0.1%
Vincent Scully	**0.1%
Eli Weinberg	**0.1%
Ian R. McGuire	**0.1%

\*\* Denotes less than

**(c) Number of shares as to which the person has:**

**(i) Sole power to vote or to direct the vote:**

SPO Partners II, L.P.	16,445,822 common shares
SPO Advisory Partners, L.P.	16,445,822 common shares
San Francisco Partners, L.P.	717,279 common shares
SF Advisory Partners, L.P.	717,279 common shares
SPO Advisory Corp.	17,163,101 common shares
John H. Scully	204,177 common shares
William E. Oberndorf	305,514 common shares
William J. Patterson	0 common shares
Edward M. McDermott	2,078 common shares
The John H. Scully Living Trust, dated 10/1/03	78,065 common shares
Phoebe Snow Foundation, Inc.	125,412 common shares
Netcong Newton Partners, L.P.	252,767 common shares
William and Susan Oberndorf Trust, dated 10/19/98	17,228 common shares
Oberndorf Family Partners	100,000 common shares
Oberndorf Foundation	14,086 common shares
The Elizabeth R. & William J. Patterson Foundation	25,800 common shares

(Page 26 of 32 pages)

Betty Jane Weimer	3,300 common shares
Brian Scully	2,500 common shares
Vincent Scully	1,740 common shares
Eli Weinberg	259 common shares
Ian R. McGuire	990 common shares

**(ii) Shared power to vote or to direct the vote:**

SPO Partners II, L.P.	0 common shares
SPO Advisory Partners, L.P.	0 common shares
San Francisco Partners, L.P.	0 common shares
SF Advisory Partners, L.P.	0 common shares
SPO Advisory Corp.	0 common shares
John H. Scully	17,415,868 common shares
William E. Oberndorf	17,194,415 common shares
William J. Patterson	17,188,901 common shares
Edward H. McDermott	17,163,101 common shares
The John H. Scully Living Trust, dated 10/1/03	252,767 common shares
Phoebe Snow Foundation, Inc.	0 common shares
Netcong Newton Partners, L.P.	0 common shares
William and Susan Oberndorf Trust, dated 10/19/98	0 common shares
Oberndorf Family Partners	0 common shares
Oberndorf Foundation	0 common shares
The Elizabeth R. & William J. Patterson Foundation	0 common shares
Betty Jane Weimer	0 common shares
Brian Scully	0 common shares
Vincent Scully	0 common shares
Eli Weinberg	0 common shares
Ian R. McGuire	0 common shares

**(iii) Sole power to dispose or to direct the disposition of:**

SPO Partners II, L.P.	16,445,822 common shares
SPO Advisory Partners, L.P.	16,445,822 common shares
San Francisco Partners, L.P.	717,279 common shares
SF Advisory Partners, L.P.	717,279 common shares
SPO Advisory Corp.	17,163,101 common shares
John H. Scully	204,117 common shares
William E. Oberndorf	305,514 common shares
William J. Patterson	0 common shares
Edward H. McDermott	2,078 common shares
The John H. Scully Living Trust, dated 10/1/03	78,065 common shares
Phoebe Snow Foundation, Inc.	125,412 common shares
Netcong Newton Partners, L.P.	252,767 common shares
William and Susan Oberndorf Trust, dated 10/19/98	17,228 common shares
Oberndorf Family Partners	100,000 common shares
Oberndorf Foundation	14,086 common shares
The Elizabeth R. & William J. Patterson Foundation	25,800 common shares
Betty Jane Weimer	3,300 common shares
Brian Scully	2,500 common shares
Vincent Scully	1,740 common shares
Eli Weinberg	259 common shares
Ian R. McGuire	990 common shares

(Page 27 of 32 pages)

(iv) **Shared power to dispose or to direct the disposition of:**

SPO Partners II, L.P.	0 common shares
SPO Advisory Partners, L.P.	0 common shares
San Francisco Partners, L.P.	0 common shares
SF Advisory Partners, L.P.	0 common shares
SPO Advisory Corp.	0 common shares
John H. Scully	17,415,868 common shares
William E. Oberndorf	17,194,415 common shares
William J. Patterson	17,188,901 common shares
Edward H. McDermott	17,163,101 common shares
The John H. Scully Living Trust, dated 10/1/03	252,767 common shares
Phoebe Snow Foundation, Inc.	0 common shares
Netcong Newton Partners, L.P.	0 common shares
William and Susan Oberndorf Trust, dated 10/19/98	0 common shares
Oberndorf Family Partners	0 common shares
Oberndorf Foundation	0 common shares
The Elizabeth R. & William J. Patterson Foundation	0 common shares
Betty Jane Weimer	0 common shares
Brian Scully	0 common shares
Vincent Scully	0 common shares
Eli Weinberg	0 common shares
Ian R. McGuire	0 common shares

*Instruction.* For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

*Instruction:* Dissolution of a group requires a response to this item.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, or other proceeds from the sale of, the common shares held by the Reporting Persons.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

(Page 28 of 32 pages)

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(Page 29 of 32 pages)

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 16, 2009

Date

/s/ Kim M. Silva

Signature

Kim M. Silva

Attorney-in-fact for:

SPO Partners II, L.P. (1)  
SPO Advisory Partners, L.P. (1)  
San Francisco Partners, L.P. (1)  
SF Advisory Partners, L.P. (1)  
SPO Advisory Corp. (1)  
John H. Scully (1)  
William E. Oberndorf (1)  
William J. Patterson (1)  
Edward H. McDermott (1)  
The John H. Scully Living Trust, dated 10/1/03 (1)  
Phoebe Snow Foundation, Inc. (1)  
Netcong Newton Partners, L.P. (1)  
William and Susan Oberndorf Trust, dated 10/19/98 (1)  
Oberndorf Family Partners (1)  
Oberndorf Foundation (1)  
The Elizabeth R. & William J. Patterson Foundation (1)  
Betty Jane Weimer (1)  
Brian Scully (1)  
Vincent Scully (1)  
Eli Weinberg (1)  
Ian R. McGuire (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

(Page 30 of 32 pages)

EXHIBIT INDEX

Exhibit	Document Description
A	Agreement Pursuant to Rule 13d-1(k)

(Page 31 of 32 pages)

Pursuant to Rule 13d-1(k) or Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in capacities set forth below.

November 16, 2009  
Date

/s/ Kim M. Silva  
Signature

Kim M. Silva  
Attorney-in-fact for:

SPO Partners II, L.P. (1)  
SPO Advisory Partners, L.P. (1)  
San Francisco Partners, L.P. (1)  
SF Advisory Partners, L.P. (1)  
SPO Advisory Corp. (1)  
John H. Scully (1)  
William E. Oberndorf (1)  
William J. Patterson (1)  
Edward H. McDermott (1)  
The John H. Scully Living Trust, dated 10/1/03 (1)  
Phoebe Snow Foundation, Inc. (1)  
Netcong Newton Partners, L.P. (1)  
William and Susan Oberndorf Trust, dated 10/19/98 (1)  
Oberndorf Family Partners (1)  
Oberndorf Foundation (1)  
The Elizabeth R. & William J. Patterson Foundation (1)  
Betty Jane Weimer (1)  
Brian Scully (1)  
Vincent Scully (1)  
Eli Weinberg (1)  
Ian R. McGuire (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.