

Edgar Filing: ON COMMAND CORP - Form 4

ON COMMAND CORP
 Form 4
 November 20, 2002

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 FORM 4 WASHINGTON, D.C. 20549

/ / CHECK THIS BOX IF NO STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 LONGER SUBJECT TO SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1
 FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935
 CONTINUE. SEE Section 30(f) of the Investment Company Act of 1940
 INSTRUCTION 1(b).
 (Print or Type Responses)

 1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. R
 Liberty Satellite & Technology, Inc. On Command Corporation (ONCO) --

 (Last) (First) (Middle) 3. I.R.S. Identification 4. Statement for --
 Number of Reporting Month/Day/Year ---
 Person, if an entity
 12300 Liberty Blvd (voluntary) 11/2002
 ----- 7.
 (Street) 5. If Amendment, X
 Date of Original
 Englewood, CO 80112 84-1299995 (Month/Day/Year) _____

----- TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/ Day/ Year) | 3. Trans- action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Security Benefici Owned Fo ing Repo Transact (Instr. and 4) |
|---------------------------------|------------------------------------------|------------------------------------------------------|----------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------|
| | | | Code V | Amount (A) or (D) Price | |
| Common Stock | 11/18/2002 | | P | 2,044,444 A \$0.74 | 21,448,6 |
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 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.

* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

FORM 4 (CONTINUED)

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 or Disposed (Instr. 8) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------------|
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------------|

 Code V (A)

| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------|
|------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------|

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(Instr. 4)

 Title Amount or
 Number of
 Shares

Explanation of Responses:

(1) Of the 21,448,684 shares of Common Stock beneficially owned by the Reporting Person, 19,404,2 Ascent Entertainment Group, Inc., a Delaware corporation ("Ascent"), a wholly owned subsidiary of By virtue of its control of the Reporting Person, Liberty Media Corporation, a Delaware corporation to be a beneficial owner of the Common Stock covered hereby.

Liberty Satellite & Technology,

By: /s/ Kenneth G. Carroll

 Name: Kenneth G. Carroll

Title: Acting President and

** 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.

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.