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
1. Name and Address of Reporting Person *			<u>X</u> 10% Owner
Liberty Satellite & Technology, Inc. (Last) (First) (Middle)	Issuer Name and Ticker or Trading Symbol On Command Corporation ONCO	4. Statement for Month/Day/Year February 5, 2003	Officer (give title below) Other (specify below)
12300 Liberty Boulevard (Street)	3. I.R.S. Identification		
Englewood, CO 80112 (City) (State) (Zip)	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

1. Title of Security	2. Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Owned Following	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	3,373,812	D (fn1)	
Common Stock							19,404,240	I (fn1)	By Ascent Entertainment Group, Inc., a wholly owned subsidiary

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

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	2.			4. Transa Code (Instr.	acti	(Inst	vativaritie uired or osed o) osed or o	5	cisable and	Amou Unde Secur	rlying		Securities Beneficially	10. Ownership Form of Derivative	
Derivative Security	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/	3A. Deemed Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date		Amount or Number of Shares	8. Price of Derivative	Following Reported Transaction(s)	or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:	
(fn1) By virtue of its control of the Reporting Person, Liberty M beneficial owner of the Common Stock covered hereby.	Media Corporation, a Delaware corporation, may also be deemed to be a

/s/ Kenneth G. Carroll 02/06/03

** Signature of Reporting Person

Date

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Acting President and CFO

Last update: 09/05/2002

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, <i>see</i> Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm