

# SIRIUS XM RADIO INC.

Reported by  
**HOLDEN JAMES P**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/23/12 for the Period Ending 02/23/12

Address	1221 AVENUE OF THE AMERICAS 36TH FLOOR NEW YORK, NY 10020
Telephone	212-584-5100
CIK	0000908937
Symbol	SIRI
SIC Code	4832 - Radio Broadcasting Stations
Industry	Broadcasting & Cable TV
Sector	Services
Fiscal Year	12/31

# FORM 4

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

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

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: November 30, 2011  
Estimated average burden hours per response... 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
OF SECURITIES**

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

<b>1. Name and Address of Reporting Person *</b>  <b>HOLDEN JAMES P</b> <small>(Last) (First) (Middle)</small>  <b>1221 AVENUE OF THE AMERICAS</b> <small>(Street)</small>  <b>NEW YORK, NY 10020</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>SIRIUS XM RADIO INC. [ (SIRI) ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/23/2012</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/23/2012		M		212559.0000	A	\$0.14	353231.0000	D	
Common Stock	2/23/2012		M		53559.0000	A	\$0.35	406790.0000	D	
Common Stock	2/23/2012		M		25504.0000	A	\$0.9994	432294.0000	D	
Common Stock	2/23/2012		M		13493.0000	A	\$0.54	445787.0000	D	
Common Stock	2/23/2012		S		305115.0000	D	\$2.11	140672.0000	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$0.54	2/23/2012		M		13493.0000		5/27/2010	5/27/2019	Common Stock	13493.0000	\$0.54	26987.0000	D	
Stock Option (Right to Buy)	\$0.35	2/23/2012		M		53559.0000		5/27/2010	5/27/2019	Common Stock	53559.0000	\$0.35	107119.0000	D	
Stock Option (Right to Buy)	\$0.9994	2/23/2012		M		25504.0000		5/27/2011	5/27/2020	Common Stock	25504.0000	\$0.9994	76511.0000	D	
Stock Option (Right to Buy)	\$0.14	2/23/2012		M		212559.0000		12/18/2009	12/18/2018	Common Stock	212559.0000	\$0.14	212560.0000	D	

**Explanation of Responses:**

**Reporting Owners**

	Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
<b>HOLDEN JAMES P 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020</b>	<b>X</b>			

**Signatures**

/s/Patrick L. Donnelly, attorney in fact

2/23/2012

\*\* Signature of Reporting Person

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.

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