SIRIUS SATELLITE RADIO INC

Reported by SHAW JACK A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/30/08 for the Period Ending 07/28/08

Address 1221 AVENUE OF THE AMERICAS

36TH FLOOR

NEW YORK, NY 10020

Telephone 2128995000

CIK 0000908937

Symbol SIRI

SIC Code 4832 - Radio Broadcasting Stations

Industry Broadcasting & Cable TV

Sector Services

Fiscal Year 12/31



[] 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: February 28, 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

| 1. Name and Address of Reporting Person * | | | | 2. | | | | | | | | | | S. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|---|----------------------|-------------------------------|-----------------------------|---|--|------|---------------------------|------|--|-----------------|-----------------|-------|---|------------------------------|---|---|--|--|
| SHAW JACK | (Last) (First) (Middle) 1 AVENUE OF THE | | | | SIRIUS SATELLITE RADIO INC [(SIRI)] | | | | | | | | C | X Director | | | 10% Owner | | |
| (Last) (First) (Middle) | | | | 3. | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | DD/YYYY | | Officer (give title below) Other (sp | | | | (specify | |
| 1221 AVENUI AMERICAS | E OF T | HE | | | | | | 7/28 | 3/2 | 8008 | | | | | | | | | |
| (Street) | | | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| NEW YORK, (City) | NY 100 (State) | (Zip) | ı | | | | | | | | | | | | | Reporting Per | | n | |
| | | Table I | - Non-I | Deriv | ativ | ve Secur | itie | s Acq | ui | red, Di | ispo | sed of, o | or Be | eneficially | y Owned | | | | |
| 1.Title of Security (Instr. 3) | | | | 2. Tra Date | ins. | 2A. Deemed Execution Date, if any | C | Trans. ode nstr. 8) | | 4. Secur Acquire Dispose (Instr. 3. | d (A) d of (| or Fol (Ins | | nt of Securiting Reported Tond 4) | | | 6. Ownership Form: Direct (D) or Indirect | Beneficial Ownership | |
| | | | | | | | | Code | V | Amount | or | Price | | (I) 4) | | | (I) (Instr. 4) | | |
| Common Stock | | | | 7/28/ | 2008 | 3 | | A | | 184000 (1) | A | \$0 | | 184000 | | | D | | |
| Tabl | le II - Dei | ivative: | Securitio | es Be | nef | icially O | wn | ed (<i>e</i> | .g. | , puts | , cal | ls, warı | rants | , options | , convert | ible secur | ities) | | |
| Tab 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. | 3A. Deemed Execution Date, if | 4. Trans. I Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) of Disposed of (I Instr. 3, 4 and | | 6. Date Exc and Expira | | xercisabl | ercisable | | | ount of rlying | nt of 8. Price of Derivative | | 10. Ownership Form of | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | | (A) | (D) | Date Exerci | isab | Expir Date | ation | Title | | ount or ber of es | | Reported Transaction (s) (Instr. 4) | | | |
| Stock Option (Right to Buy) | \$2.07 | 7/28/2008 | | A | | 123082 | | (3 | 3) | 7/7/2 | 009 | Common Stock | 1 1 | 123082 | \$0 | 123082 | D | | |
| Stock Option (Right to Buy) | \$2.49 | 7/28/2008 | | A | | 46000 | | (3 | 3) | 8/10/2 | 2017 | Common Stock | 1 | 46000 | \$0 | 46000 | D | | |
| Stock Option (Right to Buy) | \$4.89 | 7/28/2008 | | A | | 46000 | | (3 | 3) | 4/20/2 | 2016 | Common Stock | 1 | 46000 | \$0 | 46000 | D | | |
| Stock Option (Right to Buy) | \$5.84 | 7/28/2008 | | A | | 46000 | | (3 | 3) | 4/20/2 | 2015 | Common Stock | 1 | 46000 | \$0 | 46000 | D | | |
| Stock Option (Right to Buy) | \$5.9 | 7/28/2008 (7) | | A | | 46000 | | (3 | 3) | 3/25/ | 2014 | Common Stock | 1 | 46000 | \$0 | 46000 | D | | |

Explanation of Responses:

- (1) Received pursuant to the Merger Agreement for 40,000 shares of XM Satellite Radio Inc. common stock.
- Received pursuant to the Merger Agreement for an option to acquire 26,757 shares of XM Satellite Radio Inc. common stock for \$9.52

per share.

- (3) Already exercisable
- (4) Received pursuant to the Merger Agreement for an option to acquire 10,000 shares of XM Satellite Radio Inc. common stock for \$11.41 per share.
- (5) Received pursuant to the Merger Agreement for an option to acquire 10,000 shares of XM Satellite Radio Inc. common stock for \$22.46 per share.
- (6) Received pursuant to the Merger Agreement for an option to acquire 10,000 shares of XM Satellite Radio Inc. common stock for \$26.82 per share.
- (7) Received pursuant to the Merger Agreement for an option to acquire 10,000 shares of XM Satellite Radio Inc. common stock for \$27.11 per share.

Reporting Owners

| Paparting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| SHAW JACK A 1221 AVENUE OF THE AMERICAS | X | | | | | | | |
| NEW YORK, NY 10020 | | | | | | | | |

Signatures

Jack A Shaw 7/30/2008

** 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.

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.