

**SIRIUS XM RADIO INC.**  
Reported by  
**LIBERTY INTERACTIVE CORP**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 09/27/11 for the Period Ending 09/23/11

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

[ X ] 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**

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**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. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Liberty Interactive Corp</b>			<b>SIRIUS XM RADIO INC. [ SIRI ]</b>			<input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>12300 LIBERTY BOULEVARD</b>			<b>9/23/2011</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>ENGLEWOOD, CO 80112</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

**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			

**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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Convertible Perpetual Preferred Stock, Series B-1</b>	(1)	9/23/2011		<b>J</b> (2)	<b>12500000</b>	(1)	(1)	<b>Common Stock</b>	<b>2586976761</b> (1)	(2)	<b>0</b>	<b>I</b>	<b>By indirect wholly owned subsidiary</b> (3)

**Explanation of Responses:**

- (1) The Convertible Perpetual Preferred Stock, Series B-1, has no expiration date, and is convertible into common stock at any time at a conversion rate of 206.9581409 shares of common stock for each share of Convertible Perpetual Preferred Stock, Series B-1, subject to customary antidilution adjustment provisions.
- (2) On September 23, 2011, the Reporting Person completed its previously announced redemption (the "Split-Off") of all of the outstanding shares of two of its tracking stocks, Liberty Capital and Liberty Starz, for shares of new tracking stocks of Liberty Media Corporation, a Delaware corporation (formerly known as Liberty CapStarz, Inc., "New Liberty"). In connection with the Split-Off, the Reporting Person's beneficial ownership of the Convertible Perpetual Preferred Stock, Series B-1 was transferred to New Liberty.
- (3) The shares of Convertible Perpetual Preferred Stock, Series B-1 were held directly by Liberty Radio, LLC, which was an indirect wholly owned subsidiary of the Reporting Person prior to the Split-Off.

**Remarks:**

On September 22, 2011, the Reporting Person changed its name from "Liberty Media Corporation" to "Liberty

Interactive Corporation."

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Liberty Interactive Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112</b>		<b>X</b>		

**Signatures**

**LIBERTY INTERACTIVE CORPORATION By: /s/ Craig Troyer, Vice President**

**9/27/2009**

\*\* 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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