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SIRIUS XM RADIO INC.

Reported by

LIBERTY MEDIA CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/10/12 for the Period Ending 07/06/12

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

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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

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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)
Liberty Media Corp	**SIRIUS XM RADIO INC. [SIRI]**	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	_____ Director __ **X** __ 10% Owner
12300 LIBERTY BOULEVARD	**7/6/2012**	_____ Officer (give title below) _____ Other (specify below)
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
ENGLEWOOD, CO 80112		_ **X** _ Form filed by One Reporting Person
(City) (State) (Zip)		___ 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	**7/6/2012**		**J/K** (1)		**302198700**	**A**	(1)	**362548700**	**I**	**Through Wholly Owned Subsidiary** (2)

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				
Forward purchase contract (obligation to buy)	(1)	**7/6/2012**		**J/K** (1)			**302198700**	**7/6/2012**	**7/6/2012**	**Common Stock**	**302198700**	**$0**	**0**	**I**	**Through Wholly Owned Subsidiary** (2)

Explanation of Responses:

(1) As previously disclosed, on December 30, 2011, Liberty Radio, LLC, a wholly owned subsidiary of the Reporting Person, entered into a forward purchase contract (the "Forward Contract") with an unaffiliated counterparty covering up to a maximum of 315,000,000 notional shares of the Issuer's Common Stock. On May 7, 2012, the unaffiliated counterparty completed its initial hedge, and the number of notional shares of Common Stock covered by the Forward Contract was fixed at 302,198,700 shares. The Forward Contract expired on July 6, 2012 and will be physically settled on July 11, 2012. The forward price under the Forward Contract was equal to the "base price" of $2.15 per share plus an amount equal to the counterparty's internal funding costs plus a spread.

(2) The shares of Common Stock are held directly by Liberty Radio, LLC, which is a wholly owned subsidiary of the Reporting Person.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Media Corp **12300 LIBERTY BOULEVARD** **ENGLEWOOD, CO 80112**		**X**		

Signatures

LIBERTY MEDIA CORPORATION, By: /s/ Charles Y. Tanabe, Executive Vice President **7/10/2012**

** 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.

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.