

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
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>RYAN MARY PATRICIA</p> <p>(Last) (First) (Middle)</p> <p>1221 AVENUE OF THE AMERICAS</p> <p>(Street)</p> <p>NEW YORK, NY 10020</p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>SIRIUS SATELLITE RADIO INC [(SIRI)]</p> <p>3. Date of Earliest Transaction (MM/DD/YYYY)</p> <p>8/11/2003</p> <p>4. If Amendment, Date Original Filed (MM/DD/YYYY)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>EVP, Marketing</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> X Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (MM/DD/YYYY)	2A. Deemed Execution Date, if any (MM/DD/YYYY)	3. Transaction 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)
Common Stock	8/11/2003		A	1050000 (1) A	\$0	1060000	D
Common Stock				-		12000	I By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (MM/DD/YYYY)	3A. Deemed Execution Date, if any (MM/DD/YYYY)	4. Transaction 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					

Stock Option (Right to Buy)	\$1.04	8/11/2003	A	1750000	3/15/2004 (2)	8/11/2013	Com mon Stock	1750000	\$0	1750000	D
Stock Option (Right to Buy)	\$1.04	8/11/2003	A	700000	7/1/2004 (3)	8/11/2013	Com mon Stock	700000	\$0	700000	D

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Relationships Officer EVP, Marketing	Other
RYAN MARY PATRICIA 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020				

Signatures

/s/ Ryan, Mary Patricia 8/11/2003
** Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Shares of restricted stock vest on July 1, 2008, subject to accelerated vesting on March 15, 2006 if certain performance criteria for the year ending December 31, 2005 are met.
- (2) All options vest on July 1, 2008. Notwithstanding the foregoing, options to purchase 700,000 shares will vest on March 15, 2004 if certain performance criteria for the year ending December 31, 2003 are met, and options to purchase 1,050,000 shares will vest on March 15, 2005 if certain performance criteria for the year ending December 31, 2004 are met.
- (3) Options vest as follows: 233,333- 7/1/2004; 233,333- 7/1/2005 and 233,334- 7/1/2006.

Remarks:

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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End of Filing