SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 3)

Sirius Satellite Radio Inc. (Name of Issuer) Common Shares, par value \$0.001 per share ______ (Title of Class of Securities) 125127 10 0 ______ (CUSIP Number)

(612) 9363-9799 Fax: (612) 9363-9088

(604) 682-7737 Fax: (604) 682-7131

Darlene M. Friedland Paul L. Goldman Randal R. Jones
Robert M. Friedland Goodman Phillips & Vineberg Dorsey & Whitney LLP
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New South Wales, Australia 2000 Canada V6C 2G8 Seattle, WA 98101
(612) 0262-0700 (604) 682-7737 (206) 903-8814 Fax: (206) 903-8820

> (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 10, 2000 (Date of Event which Required Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (b)(3) or (4), check the following box [...].

	Name Of Re I.R.S. Ide Darlene M.	ntific	ation Nos. Of Above Persons		
2			riate Box If A Member Of A tructions)	(a) (b)	_ _
3	SEC Use O	nly			. – – – –
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5	Check if to Item 2		sure of Legal Proceedings is Required Pursuant 2(e)	_	
6	Citizensh United St		Place Of Organization nd Canada		
NUMB:	ER OF	7	Sole Voting Power		
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Perso	rting n With	10	Shared Dispositive Power 582,750		
	2,000,000		t Beneficially Owned By Each Reporting Person		
			gregate Amount In Row (11) Excludes Certain Sha		_
13	Percent O	f Clas	s Represented By Amount In Row 9		
14	Type Of R	eporti	ng Instructions) _2002. EDGAR Online, Inc.		

	Name Of Rep I.R.S. Iden Robert M.	ntifica	tion Nos. Of Above Persons		
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5	Check if 1 to Item 2	Disclos (d) or	sure of Legal Proceedings is Required Pursuant 2(e)	_	
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NUMB	ER OF	7	Sole Voting Power 0		
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	 rting n With 		Shared Dispositive Power 582,750		
11	Aggregate 2,000,000		Beneficially Owned By Each Reporting Person		
			gregate Amount In Row (11) Excludes Certain Shar		_
13	Percent 0:	f Class	s Represented By Amount In Row 9		
14	Type Of Ro	eportin	Instructions)		

Item 1. Security and Issuer.

(a) Title of class of securities: Common Shares, par value of \$0.001 per share

(the "Common Shares")

(b) Name of issuer: Sirius Satellite Radio Inc. Address: 36th Floor, 1221 Avenue of the Americas, New York, NY 10020

Item 2. Identity and Background.

- (i) Darlene M. Friedland (a) Name: (ii) Robert M. Friedland
- (b) Residence or business address: 2, Bulletin Place #15B, Sydney, South Wales, Australia 2000
- (c) Principal occupation or employment: Investor
- (d) Criminal convictions within five years: None
- (e) Federal or state securities laws violations within five years: None
- (f) Citizenship: Each reporting person is a citizen of both the United States and Canada
- Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

Item 4. Purpose of Transaction.

Not applicable.

Item 5. Interest in Securities of the Issuer.

- (a) Number of securities owned beneficially: 2,000,000 Percentage of class: 4.5%
- (b) Sole voting power: 0 Shared voting power: 0

Sole dispositive power: (i) 1,417,250

(ii) 0

(i) 582,750 Shared dispositive power:

(ii) 582,750

(c) Transactions during past 60 days: Robert M. Friedland disposed of 334,500

Common Shares on Nasdag pursuant to the provisions of Rule 144(k). Mr.

Friedland disposed of the Common Shares as follows:

Date	Number of Shares	Price per Share*
March 3, 2000	12,400	\$65.20
April 14, 2000	10,000	\$34.90
April 18, 2000	75,000	\$34.96
April 19, 2000	15,000	\$35.43
April 27, 2000	25,400	\$38.92
April 28, 2000	29,200	\$39.90
May 1, 2000	85,000	\$41.45
May 2, 2000	25,000	\$42.41
May 5, 2000	25,600	\$43.42
May 8, 2000	31,900	\$43.95

- The average price per share, based on Mr. Friedland's aggregate sales on such date
- (d) Other beneficiaries: None
- (e) Date reporting person ceased to be 5% owner: May 1, 2000

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Pursuant to a Voting Trust Agreement, dated as of August 26, 1997, among

Radio Inc. (now Sirius Satellite Radio Inc.), Darlene Friedland and

Margolese, Mr. Margolese has the power to vote in his discretion all shares

Sirius Satellite Radio Inc. common stock owned or thereafter acquired by

Friedland and certain of her affiliates, including her husband Robert Friedland.

Item 7. Material to be Filed as Exhibits.

- 1. Agreement, dated as of May 25, 2000, among Darlene Friedland and Robert Friedland for joint filing of this Schedule 13D
- Voting Trust Agreement, dated as of August 26, 1997, among CD Radio Inc., Darlene Friedland and David Margolese*

* Previously filed as Exhibit 1 to Schedule 13D filed with the Securities Exchange Commission on March 11, 1998

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, certify that the information set forth in this statement is true, complete and correct.

DATED as of May 25, 2000

/s/ Darlene Friedland
Darlene M. Friedland
/s/ Robert Friedland
Robert M. Friedland

EXHIBIT 1

It is hereby agreed that this Schedule 13D is jointly filed pursuant to Rule 13d-1(k)(1) on behalf of Darlene M. Friedland and Robert M. Friedland.

DATED as of May 25, 2000

/s/ Darlene Friedland Darlene M. Friedland

/s/ Robert Friedland Robert M. Friedland

End of Filing

