OMB APPROVAL
OMB Number
Expires:
Estimated average burden
hours per response 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[_] Check this box if no longer subject to Section 16. Form 4 or Form 5 obli- gations may continue. See Instruction 1(b).

(Print or Type Responses)
1. Name and Address of Reporting Person*

Apollo Investment Fund IV, L.P.
(see attached)

(Last) (First) (Middle)

Two Manhattanville Road
(Street)

Purchase NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CD Radio, Inc. ("CDRD")

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

10/99

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[_] Director [X] 10% Owner
[_] Officer (give title below) [_] Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)

[_] Form filed by one Reporting Person
[X] Form filed by More than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Powered By EDGAR Online 2002. EDGAR Online, Inc.

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)
(Over)

(Form 4-07/98)

Powered By EDGAR Online 2002. EDGAR Online, Inc.

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or 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 (Month/Day/Year)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Series B Preferred Stock, par value $.001 1/ 2/	$30.00	10/13/99	P	650,000		Present	11/15/11	Common Stock	2,166,667 1/ 2/	$65,000,000	650,000	D	
Series B Preferred Stock Put (obligation to buy) 3/	$30.00	10/13/99	X		650,000 3/		9/30/99 3/	Common Stock	2,166,667 3/	$65,000,000	0	D	

Explanation of Responses:

1/ The amount reported relates to 650,000 shares of 9.2% Series B Junior Cumulative Convertible Preferred Stock of CD Radio Inc. (the "Company") which are convertible into 2,166,667 shares of Common Stock of the Company. This amount includes 34,284 shares of Series B Preferred Stock owned by Apollo Overseas Partners IV, L.P. ("Overseas IV") which are convertible into 114,280 shares of Common Stock.

2/ Apollo Advisors IV, L.P. ("Advisors"), the managing general partner of Apollo Investment Fund IV, L.P. ("AIF IV"), is also the managing general partner of Overseas IV. Apollo Capital Management IV, Inc. ("Capital Management IV") is the general partner of Advisors IV. Leon D. Black and John J. Hannan are the directors and principal executive officers of Capital Management IV. Apollo Management IV, L.P. ("Management IV") serves as manager to AIF IV and to Overseas IV. AIF IV Management, Inc., ("AIF IV Management") is the general partner of Management IV. Each of Advisors, AIF IV, Overseas IV, Capital Management IV, Management IV, AIF IV Management and Messrs. Black and Hannan and their respective affiliates disclaims beneficial ownership of all shares of the Company in excess of their respective pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, any such securities for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

3/ Pursuant to that certain Stock Purchase Agreement, dated as of November 13, 1998, by and among the Company and AIF IV and Overseas IV (the "Purchasers"), the Purchasers granted to the Company an option (the "Option") to require the Purchasers to purchase (the "Purchase"), subject to certain conditions, including there being no material adverse changes in or prospectively affecting the business, management or condition, financial or otherwise, of the Company and its subsidiaries, taken as a whole, at any time before September 30, 1999, for an aggregate purchase price of $65,000,000, an aggregate of 650,000 shares of Series B Preferred Stock, par value $.001, of the Company. The Company exercised the Option prior to its expiration, and the Purchase was completed on October 13, 1999. The 650,000 shares of Series B Preferred Stock are convertible into 2,166,667 shares of Common Stock of the Company at any time prior to November 15, 2011. In addition to

Powered By EDGAR Online 2002. EDGAR Online, Inc.

the shares reported hereon, the Purchasers collectively hold 1,350,000 shares of 9.2% Series A Junior Cumulative Convertible Preferred Stock par value $.001 per share of the Company, which shares are convertible into 4,500,000 Shares of Common Stock of the Company at any time prior to November 15, 2011.

APOLLO INVESTMENT FUND IV, L.P.

By: APOLLO ADVISORS IV, L.P., its General Partner

By: APOLLO CAPITAL MANAGEMENT IV, INC., its General Partner

/s/ Michael D. Weiner *November 9, 1999*

***Signature of Reporting Person* *Date*
Name: Michael D. Weiner
Title: Vice President

** 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 provided is insufficient, see Instruction 6 for procedure.

Powered By EDGAR Online 2002. EDGAR Online, Inc.

Joint Filer Information

Name: Apollo Overseas Partners IV, L.P.

Address: c/o Apollo Advisors IV, L.P.
Two Manhattanville Road
Purchase, New York 10577

Designated Filer: Apollo Investment Fund IV, L.P.

Issuer & Ticker Symbol CD Radio, Inc. ("CDRD")

Date of Event Requiring Statement: 10/13/99

Signature: APOLLO OVERSEAS PARTNERS IV, L.P.

By: Apollo Advisors IV, L.P., general partner By: Apollo Capital Management IV, Inc., general partner

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President

Powered By EDGAR Online 2002. EDGAR Online, Inc.

Joint Filer Information

Name: Apollo Advisors IV, L.P.

Address: Two Manhattanville Road
Purchase, New York
10577

Designated Filer: Apollo Investment Fund IV, L.P.

Issuer & Ticker Symbol CD Radio, Inc. ("CDRD")

Date of Event Requiring Statement: 10/13/99

Signature: APOLLO ADVISORS IV, L.P.

By: Apollo Capital Management IV, Inc., general partner

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President

Powered By EDGAR Online 2002. EDGAR Online, Inc.

End of Filing

Powered By EDGAR Online 2002. EDGAR Online, Inc.