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CUSIP NO. 125127100

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CD RADIO, INC.

Name of Issuer

COMMON STOCK

(Title of Class of Securities)

12512700

CUSIP Number

ROBERT C. GREENWOOD ROBERTSON, STEPHENS & COMPANY
555 CALIFORNIA STREET, SUITE 2600, SAN FRANCISCO, CA 94104
(415) 781-9700

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

AUGUST 13, 1997

Date of Event which Requires 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 [ ].

Check the following box if a fee is being paid with the statement [ ]. (A fee
is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class). (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be

SCHEDULE 13D

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Robertson Stephens Orphan Fund
Tax I.D. 94-3108651

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,069,200
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,069,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,069,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
8.6%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bayview Investors, Ltd.
Tax I.D. 94-3108651

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	SOLE VOTING POWER 0
8	SHARED VOTING POWER 1,069,200 (includes shares held of record by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Co. Investment Management, L.P. and Bayview Investors, Ltd. are the General Partners. See Item 5.)
9	SOLE DISPOSITIVE POWER 0
10	SHARED DISPOSITIVE POWER 1,069,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,069,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
8.6%

14 TYPE OF REPORTING PERSON*
PN

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Robertson Stephens Orphan Offshore Fund
Tax I.D.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 226,800
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 226,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
226,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
1.8%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Robertson Stephens Global Low-Priced Stock Fund
Tax I.D.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 70,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 70,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
70,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
.6%

14 TYPE OF REPORTING PERSON*
IV

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robertson, Stephens & Company Investment Management L.P.
Tax I.D. 94-3181687

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO (Working Capital of Purchasing Funds) See Item 2.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	SOLE VOTING POWER 0
8	SHARED VOTING POWER 1,366,000 includes shares held of record by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Co. Investment Management, L.P. and Bayview Investors, Ltd. are the General Partners. Includes shares held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens & Co. Investment Management, L.P. is the General Partner. Included shares held of record by the Robertson Stephens Global Low-Priced Stock Fund of which Robertson Stephens & Co Investment Management L.P. is investment adviser. See Item 5.)
9	SOLE DISPOSITIVE POWER 0
10	SHARED DISPOSITIVE POWER 1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,366,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
10.9%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robertson, Stephens & Company, Incorporated
Tax I.D. 94-3172874 See Exhibit A for a list of Executive Officers

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO (Working Capital of Purchasing Funds) See Item 2.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	SOLE VOTING POWER 0
8	SHARED VOTING POWER 1,366,000 includes shares held of record by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Co. Investment Management, L.P. and Bayview Investors, Ltd. are the General Partners. Includes shares held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens & Co. Investment Management, L.P. is the General Partner. Included shares held of record by the Robertson Stephens Global Low-Priced Stock Fund of which Robertson Stephens & Co Investment Management L.P. is investment adviser. See Item 5.)
9	SOLE DISPOSITIVE POWER 0
10	SHARED DISPOSITIVE POWER 1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,366,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
10.9%

14 TYPE OF REPORTING PERSON*
CO

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Paul Stephens
Tax I.D. 560-58-7547

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC & PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
96,880

8 SHARED VOTING POWER
1,366,000 includes shares held of record by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Co. Investment Management, L.P. and Bayview Investors, Ltd. are the General Partners. Includes shares held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens & Co. Investment Management, L.P. is the General Partner. Included shares held of record by the Robertson Stephens Global Low-Priced Stock Fund of which Robertson Stephens & Co Investment Management L.P. is investment adviser. See Item 5.)

9 SOLE DISPOSITIVE POWER
96,880

10 SHARED DISPOSITIVE POWER
1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,366,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
11.7%

14 TYPE OF REPORTING PERSON*
IN

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sanford Robertson
Tax I.D. 348-28-7228

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO (Working Capital of Purchasing Funds) See Item 2.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	SOLE VOTING POWER 11,620
8	SHARED VOTING POWER 1,366,000 includes shares held of record by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Co. Investment Management, L.P. and Bayview Investors, Ltd. are the General Partners. Includes shares held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens & Co. Investment Management, L.P. is the General Partner. Included shares held of record by the Robertson Stephens Global Low-Priced Stock Fund of which Robertson Stephens & Co Investment Management L.P. is investment adviser. See Item 5.)
9	SOLE DISPOSITIVE POWER 11,620
10	SHARED DISPOSITIVE POWER 1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,366,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
11.0%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Michael G. McCaffery
Tax I.D. 199-42-6856

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO (Working Capital of Purchasing Funds) See Item 2.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER
1,366,000 includes shares held of record by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Co. Investment Management, L.P. and Bayview Investors, Ltd. are the General Partners. Includes shares held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens & Co. Investment Management, L.P. is the General Partner. Included shares held of record by the Robertson Stephens Global Low-Priced Stock Fund of which Robertson Stephens & Co Investment Management L.P. is investment adviser. See Item 5.)

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,366,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
10.9%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

G. Randy Hecht
Tax I.D. 557-90-3977

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO (Working Capital of Purchasing Funds) See Item 2.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER
1,366,000 includes shares held of record by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Co. Investment Management, L.P. and Bayview Investors, Ltd. are the General Partners. Includes shares held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens & Co. Investment Management, L.P. is the General Partner. Included shares held of record by the Robertson Stephens Global Low-Priced Stock Fund of which Robertson Stephens & Co Investment Management L.P. is investment adviser. See Item 5.)

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,366,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
10.9%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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CUSIP No. 125127100

1 NAME OF REPORTING PERSON.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kenneth R. Fitzsimmons
Tax I.D. 138-36-9392

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO (Working Capital of Purchasing Funds) See Item 2.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER
1,366,000 includes shares held of record by The Robertson Stephens Orphan Fund of which Robertson, Stephens & Co. Investment Management, L.P. and Bayview Investors, Ltd. are the General Partners. Includes shares held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens & Co. Investment Management, L.P. is the General Partner. Included shares held of record by the Robertson Stephens Global Low-Priced Stock Fund of which Robertson Stephens & Co Investment Management L.P. is investment adviser. See Item 5.)

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
1,366,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,366,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENT BY AMOUNT IN ROW (11)
10.9%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

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Cusip No. 125127100

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D is filed with respect to the Common Stock of CD Radio Inc. (The "Company").

ITEM 2: IDENTITY AND BACKGROUND.

The Schedule 13D is filed on behalf of The Robertson Stephens Orphan Fund, Robertson, Stephens & Company Investment Management, L.P. ("RS&Co.,L.P."), Bayview Investors, Ltd. ("Bayview"), The Robertson Stephens Orphan Offshore Fund, Robertson, Stephens & Company, Inc. ("RS&Co., Inc."), The Robertson Stephens Global Low-Priced Stock Fund and RS&Co., Inc.'s five shareholders, Messrs. Sanford R. Robertson, Paul H. Stephens, Michael G. McCaffery, G. Randy Hecht, and Kenneth R. Fitzsimmons. The purchase of the Company's shares giving rise to this 13D was made by three investment funds, The Robertson Stephens Orphan Fund, The Robertson Stephens Orphan Offshore Fund and the Robertson Stephens Global Low-Priced Stock Fund.

This Schedule 13D relates to the direct beneficial ownership in the shares of the Company by the Funds, and the indirect beneficial ownership of RS&Co., L.P., Bayview, and RS&Co., Inc. in the shares of the Company held by the Funds. Messrs. Robertson, Stephens, McCaffery, Hecht and Fitzsimmons disclaim any beneficial ownership with respect to shares of the Company that RS&Co., Inc. may be deemed to be beneficially own, are included in this Schedule 13D for protective disclosure purposes only, and shall not be deemed by their inclusion in this Schedule 13D to have made any admission that any such person has any beneficial interest in such shares.

Set forth below is the following information with respect to the persons signing this Schedule 13D: name; place of organization; address of principal business and office; principal business; information concerning criminal convictions during the past five years; and information concerning civil or administrative proceedings during the past five years with respect to any state or federal securities laws.

I. (a) The Robertson Stephens Orphan Fund, L.P., is a California limited partnership. Robertson Stephens & Co. Investment Management L.P. and Bayview Investors LTD. are the General Partners.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) Limited Partnership

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

II (a) The Robertson Stephens Orphan Offshore Fund is a Cayman Islands limited partnership. Robertson, Stephens & Co Investment Management L.P. is the General Partner.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

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(c) Limited Partnership

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

III. (a) Robertson Stephens Global Low-Priced Stock Fund, A Massachusetts Business Trust. The Registered Investment Advisor of The Robertson Stephens Global Low-Priced Stock Fund is: Robertson, Stephens & Co. Investment Management, L.P. The General Partner of Robertson, Stephens & Co. Investment Management, L.P. is Robertson, Stephens & Company, Incorporated.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) Massachusetts Business Trust, Registered Investment Company.

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

IV. (a) Robertson, Stephens & Company, Investment Management L.P., is a California Limited Partnership. Robertson, Stephens & Company, Incorporated is the General Partner of Robertson, Stephens & Company, Investment Management, L.P.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) Limited Partnership

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

V. (a) Bayview Investors LTD., is a California limited partnership.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) Limited Partnership

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

VI. (a) Robertson, Stephens & Company, Incorporated, is a California Corporation. Robertson, Stephens & Company, Incorporated is the General Partner of Robertson, Stephens & Company Investment Management, L.P.

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(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) Corporation, Investment Banking.

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

VII. (a) Paul H. Stephens.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) Paul H. Stephens is Managing Director and Chief Investment Officer, and a shareholder, of Robertson, Stephens & Company, Incorporated.

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

VIII. (a) Sanford R. Robertson.

(b) 555 California Street, Suite 2600
San Francisco, CA 94104

(c) Sanford R. Robertson is the Chairman of and a shareholder of Robertson, Stephens & Company, Incorporated.

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

IX. (a) Michael G. McCaffery.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) Michael G. McCaffery is the President and Chief Executive Officer, and a shareholder, of Robertson, Stephens & Company, Incorporated.

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) Limited Partnership

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(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

X. (a) G. Randy Hecht.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) G. Randy Hecht is the Executive Vice President, Chief Operating Officer, and shareholder of Robertson, Stephens & Company, Incorporated.

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

XI. (a) Kenneth R. Fitzsimmons.

(b) 555 California Street, Suite 2600 San Francisco, CA 94104

(c) Kenneth R. Fitzsimmons is the Managing Director, Director of Capital Markets, and shareholder of Robertson, Stephens & Company, Incorporated.

(d) No convictions in criminal proceedings.

(e) No civil or administrative proceedings.

ITEM 3: SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION:

The securities with respect to which this Schedule 13D is filed were purchased by the Funds using working capital contributed by their respective partners and shareholders.

ITEM 4: PURPOSE OF TRANSACTION:

This schedule is being filed based on a change in the ownership position of the funds due to an increase in common shares outstanding. The reporting persons may sell all or part or acquire additional securities of the Issuer depending on market conditions and other economic factors.

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ITEM 5: INTEREST IN SECURITIES OF THE ISSUER.

(a) (b) The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Schedule 13D that are beneficially owned by the persons listed in Item 2 are as follows:

Name of of Beneficial Owner	No. of Shares Beneficially Owned	Percentage Class(1)
The Robertson Stephens Orphan Fund	1,069,200 (2)	8.6%
The Robertson Stephens Orphan Offshore Fund	226,800 (3)	1.8%
The Robertson Stephens Global Low-Priced Stock Fund	70,000 (4)	.6%
Robertson Stephens & Co Investment Mgmt. L.P.	1,366,000 (5)	10.9%
Bayview Investors LTD	1,069,200 (6)	8.6%
Robertson Stephens & Co. Incorporated	1,366,000 (7)	10.9%
Paul H. Stephens	1,462,880 (8)	11.7%
Sanford R. Robertson	1,377,620 (9)	11.0%
Michael G. McCaffery	1,366,000 (10)	10.9%
G. Randy Hecht	1,366,000 (11)	10.9%
Kenneth R. Fitzsimmons	1,366,000 (12)	10.9%

(1) All percentages in this table are based, pursuant to Rule 13D-1(e) of the Securities Exchange Act of 1934, as amended, on 12,488,883 shares of Common Stock of the Issuer outstanding as of August 13, 1997.

(2) The Robertson Stephens Orphan Fund is a California limited partnership.

(3) The Orphan Offshore Fund is a Cayman Islands limited partnership.

(4) The Robertson Stephens Global Low-Priced Stock Fund is a registered investment company. Robertson, Stephens & Co. Investment Management L.P. is the registered investment manager for the Global Low-Priced Stock Fund. RS&Co., Inc. is the General Partner of Robertson Stephens & Co. Investment Management L.P.

(5) Robertson, Stephens & Co. Investment Management L.P., a California Limited Partnership, as General Partner of The Robertson Stephens Orphan Fund and the Orphan Offshore Fund, and is deemed to have shared dispositive power over 1,366,000 shares of the Company.

(6) Bayview Investors, Ltd. is a California Limited Partnership, and as General Partner of The Robertson Stephens Orphan Fund and is deemed to have shared dispositive power over 1,069,200 shares of the Company.

(7) Robertson, Stephens & Company, Inc., a California Corporation, is the General Partner of Robertson, Stephens & Company Investment Management L.P., and as such is deemed to have shared dispositive power over 1,366,000 shares of the Company.

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(8) Paul H. Stephens is the Chief Investment Officer of RS&Co., Inc. and as such may be deemed to have shared voting power over 1,366,000 shares of the Company held by the Funds as well as sole voting power over 96,880 shares held personally. He is also a shareholder of Robertson, Stephens & Company Inc.

(9) Sanford R. Robertson is Chairman and a shareholder of Robertson, Stephens & Company Inc. and as such may be deemed to have shared voting power over 1,366,000 shares of the Company held by the Funds as well as sole voting power over 11,620 shares held personally.

(10) Michael G. McCaffery is President and Chief Executive Officer and a shareholder of Robertson, Stephens & Company Inc. and as such may be deemed to have shared voting power over 1,366,000 shares of the Company held by the Funds.

(11) G. Randy Hecht is Executive Vice President, Chief Operating Officer and a shareholder of Robertson, Stephens & Company Inc. and as such may be deemed to have shared voting power over 1,366,000 shares of the Company held by the Funds.

(12) Kenneth R. Fitzsimmons is the Managing Director, Director of Capital Markets and a shareholder of Robertson, Stephens & Company Inc. and as such may be deemed to have shared voting power over 1,366,000 shares of the Company held by the Funds.

(c) The following is a list of transactions by the filing parties in the last 60 days.

Entity	Date	Shares	Price	Transaction
Orphan purchase Offshore	7/10/97	3,100	14.75	open mkt

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Please refer to Item 5.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

The following exhibits are filed herewith:

Exhibit A - Agreement of Joint Filing

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ITEM 8. SIGNATURE PAGE.

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

Dated: September 16, 1997

THE ROBERTSON STEPHENS ORPHAN FUND, A CALIFORNIA LIMITED PARTNERSHIP.
By Robertson, Stephens & Company, L.P.
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

THE ROBERTSON STEPHENS GLOBAL LOW-PRICED STOCK FUND, A REGISTERED INVESTMENT COMPANY
By Robertson, Stephens & Company, L.P.
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

BAYVIEW INVESTORS, LTD., A CALIFORNIA LIMITED PARTNERSHIP.
By Robertson, Stephens & Company, L.P.
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

ROBERTSON, STEPHENS & COMPANY, L.P., A CALIFORNIA LIMITED PARTNERSHIP.
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

ROBERTSON, STEPHENS & COMPANY, INCORPORATED

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

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Paul H. Stephens*
Paul H. Stephens

Sanford R. Robertson*
Sanford R. Robertson

Michael G. McCaffery*
Michael G. McCaffery

G. Randy Hecht*
G. Randy Hecht

Kenneth R. Fitzsimmons*
Kenneth R. Fitzsimmons

*By:
Robert C. Greenwood
Pursuant to Power of Attorney
Previously Filed

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EXHIBIT A

AGREEMENT OF JOINT FILING

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1(f)(1) of the Act of the Statement dated January 31, 1997 containing the information required by Schedule 13D, for the Common Stock of CD Radio, Inc. held by The Robertson Stephens Orphan Fund, Bayview Investors, Ltd., Robertson, Stephens & Company, Investment Management L.P., and Robertson, Stephens & Company, Incorporated.

Dated: September 16, 1997

THE ROBERTSON STEPHENS ORPHAN FUND, A CALIFORNIA LIMITED PARTNERSHIP.
By Robertson, Stephens & Company, L.P.
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

THE ROBERTSON STEPHENS ORPHAN OFFSHORE FUND, A CAYMAN ISLANDS LIMITED PARTNERSHIP.
By Robertson, Stephens & Company, L.P.
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

BAYVIEW INVESTORS, LTD., A CALIFORNIA LIMITED PARTNERSHIP.
By Robertson, Stephens & Company, L.P.
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

ROBERTSON, STEPHENS & COMPANY INVESTMENT MANAGEMENT, L.P., A CALIFORNIA LIMITED PARTNERSHIP.
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

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ROBERTSON, STEPHENS & COMPANY, INCORPORATED

By: Paul H. Stephens*
Paul H. Stephens
Managing Director and Chief Investment Officer

Paul H. Stephens*
Paul H. Stephens

Sanford R. Robertson*
Sanford R. Robertson

Michael G. McCaffery*
Michael G. McCaffery

G. Randy Hecht*
G. Randy Hecht

Kenneth R. Fitzsimmons*
Kenneth R. Fitzsimmons

*By:
Robert C. Greenwood
Pursuant to Power of Attorney
Previously Filed

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End of Filing

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