

SIRIUS XM RADIO INC.

Reported by **ALTMAN DARA F**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/11 for the Period Ending 02/01/11

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



[] 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								Symbo		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Altman Dara	a F				SIR	IUS X	M R	A	DI) INC	<u>'.</u> [[(S	IRI)]					
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)									Directe	Director 10% Owner			wner	
, ,															er (give title	e below)	Othe	r (specify	
1221 AVEN	JE OF T	ΉE						2/	1/2	011				below) EVP & C	hief Adn	nin. Office	er		
AMERICAS																			
(Street)															6. Individual or Joint/Group Filing (Check Applicable Line)				
NEW YORK	K, NY 10	020																	
(City) (State) (Zip)														_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	ole I - Non	ı-Der	ivati	ve Secur	ities	A	cqui	red, Di	sp	ose	d of, o	r Beneficially	y Owned		_		
1. Title of Security (Instr. 3) 2. T Date				;	Deemed Execution Date, if	Code		1			Follo (Instr			nount of Securities Beneficially Owned wing Reported Transaction(s) 3 and 4)		Ownership Form: Direct (D)	Beneficial Ownership		
						any	Code	v	An	[-	A) or D)	Pr	rice				or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock 2/1/				2011		s	v		(1)	D	\$1.6	5247	871304.0000			D			
Common Stock													43315.0000			I	By 401(k) Plan		
Ta	ble II - De	rivati	ive Securi	ities E	Benef	ficially C)wne	d ((e.g.	, puts.	, ca	alls,	, warra	ants, options.	, convert	ible secur	ities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.	3A. Deemed Execution	4. Γrans. Code (Instr. 8	5. N Deri Secu) Acq Disp	Jumber of ivative urities quired (A) or posed of (D) tr. 3, 4 and	6. D and	6. Date Exercisable and Expiration Date			7. S D (1	7. Title and Amou Securities Underly Derivative Securit (Instr. 3 and 4)		nount of erlying urity	nt of 8. Price of Derivative	derivative Securities Beneficially Owned Following Reported	10. Ownership Form of	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	/ (A	.) (D)		Date Exercisable		Expiration Date	T	Title Amount or Shares		or Number of		(s) (Instr. 4)	(+)		

Explanation of Responses:

(1) Shares of common stock sold are equal to federal and state taxes due on February 1, 2011 as the result of the vesting of restricted stock units and the related brokerage commission on the sale.

Reporting Owners

reporting owners										
Demonting Overson Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
Altman Dara F 1221 AVENUE OF THE AMERICAS			EVP & Chief Admin. Officer							
NEW YORK, NY 10020										

Signatures

/s/Patrick L. Donnelly, attorney in fact

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.