# SIRIUS XM RADIO INC.

# Reported by SHAW JACK A

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 12/22/08 for the Period Ending 12/18/08

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.	2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
SHAW JACK	A			Sl	R	IUS XM	1 F	RADIO	) I	INC. [	(SIRI)	]					
(Last) (First) (Middle)  1221 AVENUE OF THE				3.	3. Date of Earliest Transaction (MM/DD/YYYY)  12/18/2008						X Director Officer (give title below) below)			10% Owner Other (specify			
AMERICAS	L OF I						-	10/		00							
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)						6. Individual or Joint/Group Filing (Check Applicable Line)						
NEW YORK,	NY 100 (State)	)20 (Zip)													Reporting Per		
(City)	(State)		- Non-D	eriva	ativ	ve Securi	ties	Acaui	red	l. Dispos	sed of. o	or	Beneficially		han One Rep	orting Perso	<u>n</u>
1.Title of Security (Instr. 3)				2. Trai Date		2A. Deemed Execution Date, if any	3. Co (In	Trans. ode sstr. 8)	4. S Ac Dis (In	Securities equired (A) sposed of (I str. 3, 4 and (A) or nount (D)	5. A Fol (Ins	Amo low	ount of Securities ving Reported To 3 and 4)	es Beneficia	lly Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Tab	le II - Dei	rivative S	ecuritie	s Bei	ıefi	icially Ov	vne	ed ( <i>e.g.</i>	. , p	outs, cal	ls, warı	ar	nts, 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	Deemed Execution Date, if	4. Trans Code (Instr 8)	i.	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)		(Instr. 5)	of derivative Securities Beneficially Owned Following Reported	Ownership of Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Beneficial	
				Code	V	(A)	(D)	Date Exercisa		Expiration Date	Title		Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Stock Option (Right to Buy)	\$0.14	12/18/2008		A		850237 (1)		12/18/20	009	12/18/2018	Stock	n	850237	\$0	850237	D	

### **Explanation of Responses:**

(1) Options vest as follows: 212,560 - 12/18/2009; 212,559 - 12/18/2010; 212,559 - 12/18/2011 and 212,559 - 12/18/2012.

#### Remarks:

poa\_shaw.TXT

Reporting Owners

reporting o where							
Paparting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10%	Owner	Officer	Other		
SHAW JACK A 1221 AVENUE OF THE AMERICAS	X						
NEW YORK, NY 10020							

Jack A Shaw	12/22/2008
** Signature of Reporting Person	Date

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.

#### POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Patrick L. Donnelly and Ruth Ziegler, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sirius XM Radio Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of September, 2008.

/s/ Jack Shaw

Name: Jack Shaw

Title: Director