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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 5(b)(v).

(Over)

SEC 1473 (7-96)

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>

<CAPTION>

Nature of Ownership	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	
	Date	Expiration Date	Title		Amount	6.
Indirect Beneficial Ownership						
1. Title of Derivative Security (Instr. 4)	Exercisable	Expiration Date	Title	Number of Shares	Price of Security	(Instr. 5)

<S>	<C>	<C>	<C>	<C>	<C>	<C>
<C>						

Series A Preferred Stock, par value \$.001 /1/ /2/	Present	11/15/2011	Common Stock	4,500,000 /1/ /2/	\$30.00	(D)
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Series B Preferred Stock Put (obligation to buy) /3/	/3/	9/30/1999 /3/	Common Stock /3/	2,166,667 /3/	\$30.00	(D)
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</TABLE> Explanation of Responses:

/1/ The amount reported relates to 1,350,000 shares of Series A Preferred Stock of CD Radio Inc. (the "Company") which are convertible into 4,500,000 shares of Common Stock of the Company. This amount includes 68,731 shares of Series A Preferred Stock owned by Apollo Overseas Partners IV, L.P. ("Overseas IV," and, collectively with the Reporting Person, the "Purchasers") which are

convertible into 229,103 shares of Common Stock.

- /2/ Apollo Advisors IV, L.P., the general partner of the Reporting Person, is also the general partner of Overseas IV. The Reporting Person disclaims beneficial ownership of all shares of the Company owned by Overseas IV and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of, or has any pecuniary interest in, any such securities for 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 the Purchasers, the Purchasers have granted to the Company an option to require the Purchasers to 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. If sold to the Purchasers, the 650,000 shares of Series B Preferred Stock would be convertible at any time into 2,166,667 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

January 4, 1999

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

Date

** 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.