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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Initial Filing)\*

CD RADIO, INC.

# (Name of Issuer)

\_\_\_\_\_

. . . . . . ,

COMMON STOCK

(Title of Class of Securities)

125127100

(CUSIP Number)

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

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

#### APRIL 2, 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 this 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.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Cusip No.	125127100
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SCHEDULE 13D	
CUSIP NO. 125127100	
(1) NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NOS. 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/

\_\_\_\_\_

(4) SOURCE OF FUNDS*		
WC		
(5) CHECK IF DISCLOSURE 2(d) OR 2(e)	OF LEGAL PROCEEDINGS IS REQUIRED PURSU	
		/ /
(6) CITIZENSHIP OR PLACE	E OF ORGANIZATION	
CALIFORNIA		
NUMBER OF	(7) SOLE VOTING POWER	
SHARES ENEFICIALLY	0	
OWNED BY EACH	(8) SHARED VOTING POWER 1,072,200	
REPORTING		
ERSON WITH	(9) SOLE DISPOSITIVE POWER 0	
	<pre>(10) SHARED DISPOSITIVE POWER    1,072,200</pre>	
11) AGGREGATE AMOUNT BEN 1,072,200	NEFICIALLY OWNED BY EACH REPORTING PER	
	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	N SHARES* / /
13) PERCENT OF CLASS REF 10.4%	PRESENTED BY AMOUNT IN ROW (11)	
14) TYPE OF REPORTING PE		
IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (1	FILLING OUT! INCLUDE BOTH SIDES OF THE INCLUDING EXHIBITS) OF THE SCHEDULE, AN	
IV SEE INSTRUCTION BEFORE F	INCLUDING EXHIBITS) OF THE SCHEDULE, AI	
IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (I TTESTATION	INCLUDING EXHIBITS) OF THE SCHEDULE, AN Cusip No SCHEDULE 13D	ND THE SIGNATURE
IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (I TTESTATION	INCLUDING EXHIBITS) OF THE SCHEDULE, AN Cusip No	ND THE SIGNATURE
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IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (I TTESTATION USIP NO. 125127100 (1) NAMES OF REPORTING F S.S. OR I.R.S. IDENT Bayview Investors, I Tax I.D. 94-3108651	Cusip No Cusip No SCHEDULE 13D PERSON FIFICATION NOS. OF ABOVE PERSON STD.	ND THE SIGNATURE
IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (I TTESTATION USIP NO. 125127100 (1) NAMES OF REPORTING F S.S. OR I.R.S. IDENT Bayview Investors, I Tax I.D. 94-3108651	Cusip No Cusip No SCHEDULE 13D PERSON FIFICATION NOS. OF ABOVE PERSON STD.	ND THE SIGNATURE
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IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (I TTESTATION USIP NO. 125127100 (1) NAMES OF REPORTING F S.S. OR I.R.S. IDENT Bayview Investors, I Tax I.D. 94-3108651 (2) CHECK THE APPROPRIAT (3) SEC USE ONLY	INCLUDING EXHIBITS) OF THE SCHEDULE, AN Cusip No SCHEDULE 13D PERSON TIFICATION NOS. OF ABOVE PERSON LTD. TE BOX IF A MEMBER OF A GROUP	ND THE SIGNATURE
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IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (I TTESTATION USIP NO. 125127100 (1) NAMES OF REPORTING F S.S. OR I.R.S. IDENT Bayview Investors, I Tax I.D. 94-3108651 (2) CHECK THE APPROPRIAT (3) SEC USE ONLY (4) SOURCE OF FUNDS* WC	INCLUDING EXHIBITS) OF THE SCHEDULE, AN Cusip No SCHEDULE 13D PERSON TIFICATION NOS. OF ABOVE PERSON LTD. TE BOX IF A MEMBER OF A GROUP	ND THE SIGNATURE
IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (I TTESTATION USIP NO. 125127100 (1) NAMES OF REPORTING F S.S. OR I.R.S. IDENT Bayview Investors, I Tax I.D. 94-3108651 (2) CHECK THE APPROPRIAT (3) SEC USE ONLY (4) SOURCE OF FUNDS* WC (5) CHECK IF DISCLOSURE 2(d) OR 2(e) (6) CITIZENSHIP OR PLACE	Cusip No Cusip No SCHEDULE 13D PERSON FIFICATION NOS. OF ABOVE PERSON TITL. TE BOX IF A MEMBER OF A GROUP OF LEGAL PROCEEDINGS IS REQUIRED PURSU	<pre>ND THE SIGNATURE  0. 125127100  (a) / / (b) /X/ UANT TO ITEMS</pre>
IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (I TTESTATION USIP NO. 125127100 (1) NAMES OF REPORTING F S.S. OR I.R.S. IDENT Bayview Investors, I Tax I.D. 94-3108651 (2) CHECK THE APPROPRIAT (3) SEC USE ONLY (4) SOURCE OF FUNDS* WC (5) CHECK IF DISCLOSURE 2(d) OR 2(e)	Cusip No Cusip No SCHEDULE 13D PERSON FIFICATION NOS. OF ABOVE PERSON TITL. TE BOX IF A MEMBER OF A GROUP OF LEGAL PROCEEDINGS IS REQUIRED PURSU	ND THE SIGNATURE
IV SEE INSTRUCTION BEFORE F ESPONSES TO ITEMS 1-7 (I TTESTATION USIP NO. 125127100 (1) NAMES OF REPORTING F S.S. OR I.R.S. IDENT Bayview Investors, I Tax I.D. 94-3108651 (2) CHECK THE APPROPRIAT (3) SEC USE ONLY (4) SOURCE OF FUNDS* WC (5) CHECK IF DISCLOSURE 2(d) OR 2(e) (6) CITIZENSHIP OR PLACE	Cusip No Cusip No SCHEDULE 13D PERSON FIFICATION NOS. OF ABOVE PERSON TITL. TE BOX IF A MEMBER OF A GROUP OF LEGAL PROCEEDINGS IS REQUIRED PURSU	<pre>ND THE SIGNATURE  0. 125127100  (a) / / (b) /X/  UANT TO ITEMS</pre>

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REPORTING	Management, L.P. and Bayview Investors, Ltd. are the General Partners. See Item 5.)
PERSON WITH	(9) SOLE DISPOSITIVE POWER 0
	<pre>(10) SHARED DISPOSITIVE POWER 1,072,200</pre>
1,072,200	ENEFICIALLY OWNED BY EACH REPORTING PERSON
	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ///
13) PERCENT OF CLASS F 10.4%	EPRESENTED BY AMOUNT IN ROW (11)
(14) TYPE OF REPORTING IV	?ERSON*
	Cusip No. 125127100
	SCHEDULE 13D
CUSIP NO. 125127100	
(1) NAMES OF REPORTING	PERSON NTIFICATION NOS. OF ABOVE PERSON
The Robertson Step Tax I.D.	nens Orphan Offshore Fund
(2) CHECK THE APPROPRI	ATE BOX IF A MEMBER OF A GROUP (a) / /
	(b) /X/
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS*	
WC	
<pre>(5) CHECK IF DISCLOSUF 2(d) OR 2(e)</pre>	E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS $^{\prime}$ / $^{\prime}$
(6) CITIZENSHIP OR PLA	CE OF ORGANIZATION
Cayman Islands	
NUMBER OF SHARES	(7) SOLE VOTING POWER 0
BENEFICIALLY OWNED BY EACH	<pre>(8) SHARED VOTING POWER 214,600</pre>
REPORTING PERSON WITH	(9) SOLE DISPOSITIVE POWER 0
	(10) SHARED DISPOSITIVE POWER 214,600
(11) AGGREGATE AMOUNT E 214,600	ENEFICIALLY OWNED BY EACH REPORTING PERSON
(12) CHECK IF THE AGGRE	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ///
2.1%	EPRESENTED BY AMOUNT IN ROW (11)
(14) TYPE OF REPORTING IV	PERSON*

				Cusip No	o. 12	25127100
			SCHEDULE 13D			
CUSI	P NO. 125127100					
(1)	NAMES OF REPORTING PER S.S. OR I.R.S. IDENTIF		ON NOS. OF ABOVE PER	SON		
	The Robertson Stephens Tax I.D.	Globa	al Low-Priced Stock	Fund		
(2)	CHECK THE APPROPRIATE	BOX IF	F A MEMBER OF A GROU	P		) / /
(3)	SEC USE ONLY					
(4)	SOURCE OF FUNDS*					
(5)	WC CHECK IF DISCLOSURE OF 2(d) OR 2(e)	LEGAI	. PROCEEDINGS IS REQ	UIRED PURSU	JANT I	TO ITEMS
(6)	CITIZENSHIP OR PLACE C	F ORGA	NIZATION			
	United States					
	BER OF HARES	(7)	SOLE VOTING POWER 0			
0	FICIALLY WNED EACH	(8)	SHARED VOTING POWE 72,400	R		
	ORTING ON WITH	(9)	SOLE DISPOSITIVE P 0	OWER		
		(10)	SHARED DISPOSITIVE 72,400	POWER		
(11)	AGGREGATE AMOUNT BENEF 72,400	ICIALI	LY OWNED BY EACH REP	ORTING PERS	SON	
(12)	CHECK IF THE AGGREGATE	AMOUN	NT IN ROW (11) EXCLU	DES CERTAIN	I SHAF	RES* / /
	PERCENT OF CLASS REPRE .7%					
	TYPE OF REPORTING PERS IV					
*SEE RESP	INSTRUCTION BEFORE FIL ONSES TO ITEMS 1-7 (INC STATION	LING C	OUT! INCLUDE BOTH SI	DES OF THE	COVEF	R PAGE,
				Cusip No		
	P NO. 125127100					
(1)	NAMES OF REPORTING PER S.S. OR I.R.S. IDENTIF	SON				
	Robertson, Stephens & Tax I.D. 94-3181687	Compan	ny Investment Manage	ment L.P.		

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \$\$(a)\$ / /

(b) /X/

(4) SOURCE OF FUNDS*		
00 (Working Capital	of Purchasing Funds) See Item 2.	
(5) CHECK IF DISCLOSURE 2(d) OR 2(e)	OF LEGAL PROCEEDINGS IS REQUIRED PU	JRSUANT TO ITEMS
(6) CITIZENSHIP OR PLACE	E OF ORGANIZATION	
CALIFORNIA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	<ul> <li>(7) SOLE VOTING POWER 0</li> <li>(8) SHARED VOTING POWER <ol> <li>,359,200 includes shares</li> <li>The Robertson Stephens Orp</li> <li>Robertson, Stephens &amp; Co.</li> </ol> </li> <li>Management, L.P. and Bayviare the General Partners. <ul> <li>held of record by The Robe</li> <li>Orphan Offshore Fund of wh</li> <li>Stephens &amp; Co. Investment</li> <li>the General Partner. Incl</li> <li>record by the Robertson St</li> <li>Low-Priced Stock Fund of wh</li> <li>Stephens &amp; Co Investment Mainvestment adviser. See Investment</li> </ul> </li> </ul>	bhan Fund of which Investment iew Investors, Ltd. Includes shares ertson Stephens hich Robertson, Management, L.P. is luded shares held of cephens Global which Robertson Management L.P. is
REPORTING PERSON WITH		
	<pre>(10) SHARED DISPOSITIVE POWER 1,359,200</pre>	
(11) AGGREGATE AMOUNT BEN 1,359,200	NEFICIALLY OWNED BY EACH REPORTING E	PERSON
(12) CHECK IF THE AGGREG	ATE AMOUNT IN ROW (11) EXCLUDES CERI	TAIN SHARES* ///
(13) PERCENT OF CLASS REP 13.2%	PRESENTED BY AMOUNT IN ROW (11)	
(14) TYPE OF REPORTING PP CO	ERSON*	
·		
	Cusip	o No. 125127100
	SCHEDULE 13D	
CUSIP NO. 125127100 (1) NAMES OF REPORTING F S.S. OR I.R.S. IDEND	PERSON FIFICATION NOS. OF ABOVE PERSON	
Robertson, Stephens	& Company, Incorporated See Exhibit A for a list of Execut	live Officers
	TE BOX IF A MEMBER OF A GROUP	(a) / /
		(b) /X/

- -----(4) SOURCE OF FUNDS\* OO (Working Capital of Purchasing Funds) See Item 2. - ------(5) CHECK 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		SOLE VOTING POWER 0
BENEFICIALLY OWNED BY EACH		SHARED VOTING POWER 1,359,200 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. Includes shares held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens & Co. Investment Management, L.P. 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.)
REPORTING PERSON WITH		SOLE DISPOSITIVE POWER 0
	(10)	SHARED DISPOSITIVE POWER 1,359,200
<pre>(11) AGGREGATE AMOUNT BEN 1,359,200</pre>	NEFICIALL	Y OWNED BY EACH REPORTING PERSON
(12) CHECK IF THE AGGREGA	ATE AMOUN	T IN ROW (11) EXCLUDES CERTAIN SHARES*
(13) PERCENT OF CLASS REP 13.2%		
(14) TYPE OF REPORTING PE CO	ERSON*	
		SCHEDULE 13D
CUSIP NO. 125127100		
(1) NAMES OF REPORTING F S.S. OR I.R.S. IDENT		N NOS. OF ABOVE PERSON
Paul Stephens Tax I.D. ###-##-####	ŧ 	
(2) CHECK THE APPROPRIAT	re box if	A MEMBER OF A GROUP (a) / / (b) /X/
(3) SEC USE ONLY		
(4) SOURCE OF FUNDS*		
WC & PF		
	OF LEGAL	PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
(5) CHECK IF DISCLOSURE 2(d) OR 2(e)	or mone	
		NIZATION
2(d) OR 2(e)		NIZATION
2(d) OR 2(e) (6) CITIZENSHIP OR PLACE UNITED STATES	E OF ORGA	

REPORTING PERSON WITH	<pre>held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens &amp; 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 &amp; Co Investment Management L.P. is investment adviser. See Item 5.)</pre> (9) SOLE DISPOSITIVE POWER 96,880 (10) SHARED DISPOSITIVE POWER 1,359,320
(11) AGGREGATE AMOUNT BE 1,456,080	NEFICIALLY OWNED BY EACH REPORTING PERSON
(12) CHECK IF THE AGGREG.	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ///
(13) PERCENT OF CLASS RE 14.1%	PRESENTED BY AMOUNT IN ROW (11)
(14) TYPE OF REPORTING P. IN	
	Cusip No. 125127100
	SCHEDULE 13D
CUSIP NO. 125127100	
Sanford Robertson Tax I.D. ###-###-	TIFICATION NOS. OF ABOVE PERSON # TE BOX IF A MEMBER OF A GROUP (a) / / (b) /X/
(3) SEC USE ONLY	
(4) SOURCE OF FUNDS*	
	of Purchasing Funds) See Item 2.
<pre>(5) CHECK IF DISCLOSURE   2(d) OR 2(e)</pre>	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
(6) CITIZENSHIP OR PLAC	
NUMBER OF SHARES	(7) SOLE VOTING POWER 11,620
BENEFICIALLY OWNED BY EACH	(8) SHARED VOTING POWER 1,359,200 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. 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.)
REPORTING PERSON WITH	(9) SOLE DISPOSITIVE POWER 11,620

	<pre>(10) SHARED DISPOSITIVE POWER 1,359,200</pre>	
1,370,820	CIALLY OWNED BY EACH REPORTING PERSC	
	MOUNT IN ROW (11) EXCLUDES CERTAIN	
(13) PERCENT OF CLASS REPRESE 13.3%	NTED BY AMOUNT IN ROW (11)	
(14) TYPE OF REPORTING PERSON IN	1×	
	Cusip No.	125127100
	SCHEDULE 13D	
CUSIP NO. 125127100		
(1) NAMES OF REPORTING PERSO	NN CATION NOS. OF ABOVE PERSON	
Michael G. McCaffery Tax I.D. ###-##-#####		
(2) CHECK THE APPROPRIATE BO	X IF A MEMBER OF A GROUP	(a) / /
		(b) /X/
(3) SEC USE ONLY		
(4) SOURCE OF FUNDS*		
OO (Working Capital of P	Purchasing Funds) See Item 2.	
(5) CHECK IF DISCLOSURE OF L 2(d) OR 2(e)	EGAL PROCEEDINGS IS REQUIRED PURSUA	NT TO ITEMS
(6) CITIZENSHIP OR PLACE OF	ORGANIZATION	
CALIFORNIA		
NUMBER OF SHARES BENEFICIALLY	(7) SOLE VOTING POWER	
OWNED BY EACH	(8) SHARED VOTING POWER 1,359,200 includes shares held The Robertson Stephens Orphan Robertson, Stephens & Co. Inve Management, L.P. and Bayview I are the General Partners. Incl held of record by The Robertso Orphan Offshore Fund of which Stephens & Co. Investment Mana the General Partner. Included record by the Robertson Stephe Low-Priced Stock Fund of which Stephens & Co Investment Manag investment adviser. See Item	Fund of which estment nvestors, Ltd. udes shares n Stephens Robertson, igement, L.P. is a shares held of ns Global Robertson rement L.P. is
REPORTING PERSON WITH	(9) SOLE DISPOSITIVE POWER	
	(10) SHARED DISPOSITIVE POWER 1,359,200	
<pre>(11) AGGREGATE AMOUNT BENEFIC   1,359,200</pre>	CIALLY OWNED BY EACH REPORTING PERSO	N
(12) CHECK IF THE AGGREGATE A	MOUNT IN ROW (11) EXCLUDES CERTAIN	SHARES* / /
<pre>(13) PERCENT OF CLASS REPRESE 13.2%</pre>		<b>_</b>

(14) TYPE OF REPORTING E IN	PERSON*	
	Cusip	No. 125127100
	SCHEDULE 13D	
USIP NO. 125127100		
(1) NAMES OF REPORTING	PERSON NTIFICATION NOS. OF ABOVE PERSON	
G. Randy Hecht Tax I.D. ###-##-###		
(2) CHECK THE APPROPRIA	ATE BOX IF A MEMBER OF A GROUP	(a) / /
(3) SEC USE ONLY		(b) /X/
(4) SOURCE OF FUNDS*		
OO (Working Capital	l of Purchasing Funds) See Item 2.	
(5) CHECK IF DISCLOSURE 2(d) OR 2(e)	E OF LEGAL PROCEEDINGS IS REQUIRED PU	JRSUANT TO ITEMS
(6) CITIZENSHIP OR PLAC	CE OF ORGANIZATION	
CALIFORNIA		
NUMBER OF	(7) SOLE VOTING POWER	
SHARES BENEFICIALLY		
OWNED BY EACH	(8) SHARED VOTING POWER 1,359,200 includes shares The Robertson Stephens Orp Robertson, Stephens & Co. Management, L.P. and Bayvi are the General Partners. held of record by The Robe	ohan Fund of which Investment .ew Investors, Ltd.
	Orphan Offshore Fund of wh Stephens & Co. Investment the General Partner. Incl record by the Robertson St Low-Priced Stock Fund of w Stephens & Co Investment M investment adviser. See I	hich Robertson, Management, L.P. is Luded shares held of Sephens Global Which Robertson Management L.P. is
	Stephens & Co. Investment the General Partner. Incl record by the Robertson St Low-Priced Stock Fund of w Stephens & Co Investment M	hich Robertson, Management, L.P. is Luded shares held of tephens Global which Robertson Management L.P. is tem 5.)
	Stephens & Co. Investment the General Partner. Incl record by the Robertson St Low-Priced Stock Fund of w Stephens & Co Investment M investment adviser. See I	hich Robertson, Management, L.P. is Luded shares held of Lephens Global which Robertson Management L.P. is Litem 5.)
ERSON WITH	Stephens & Co. Investment the General Partner. Incl record by the Robertson St Low-Priced Stock Fund of w Stephens & Co Investment M investment adviser. See I (9) SOLE DISPOSITIVE POWER (10) SHARED DISPOSITIVE POWER 1,359,200	hich Robertson, Management, L.P. is Luded shares held of Lephens Global Which Robertson Management L.P. is Etem 5.)
PERSON WITH 11) AGGREGATE AMOUNT BE 1,359,200	Stephens & Co. Investment the General Partner. Incl record by the Robertson St Low-Priced Stock Fund of w Stephens & Co Investment M investment adviser. See I (9) SOLE DISPOSITIVE POWER (10) SHARED DISPOSITIVE POWER 1,359,200 ENEFICIALLY OWNED BY EACH REPORTING F	hich Robertson, Management, L.P. is .uded shares held of sephens Global which Robertson Management L.P. is .tem 5.)
PERSON WITH 11) AGGREGATE AMOUNT BE 1,359,200 12) CHECK IF THE AGGREG	Stephens & Co. Investment the General Partner. Incl record by the Robertson St Low-Priced Stock Fund of w Stephens & Co Investment M investment adviser. See I (9) SOLE DISPOSITIVE POWER (10) SHARED DISPOSITIVE POWER 1,359,200 ENEFICIALLY OWNED BY EACH REPORTING F	hich Robertson, Management, L.P. is .uded shares held of .ephens Global which Robertson Management L.P. is .tem 5.) 
<ul> <li>(11) AGGREGATE AMOUNT BE 1,359,200</li> <li>(12) CHECK IF THE AGGREG</li> <li>(13) PERCENT OF CLASS RE 13.2%</li> </ul>	Stephens & Co. Investment the General Partner. Incl record by the Robertson St Low-Priced Stock Fund of w Stephens & Co Investment M investment adviser. See I (9) SOLE DISPOSITIVE POWER (10) SHARED DISPOSITIVE POWER 1,359,200 ENEFICIALLY OWNED BY EACH REPORTING F	hich Robertson, Management, L.P. is Juded shares held of tephens Global which Robertson danagement L.P. is tem 5.) 

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PERSON TIFICATION NOS. OF ABOVE PERSON DDS #	
E BOX IF A MEMBER OF A GROUP	(a) / /
	(b) /X/
Purchasing Funds) See Item 2.	
OF LEGAL PROCEEDINGS IS REQUIRED	PURSUANT TO ITEMS
C OF ORGANIZATION	
(7) SOLE VOTING POWER	
The Robertson Stephens O Robertson, Stephens & Co Management, L.P. and Bay are the General Partners held of record by The Ro Orphan Offshore Fund of Stephens & Co. Investmen the General Partner. In record by the Robertson Low-Priced Stock Fund of Stephens & Co Investment	rphan Fund of which . Investment view Investors, Ltd. . Includes shares bertson Stephens which Robertson, t Management, L.P. is cluded shares held of Stephens Global which Robertson Management L.P. is
(9) SOLE DISPOSITIVE POWER	
<pre>(10) SHARED DISPOSITIVE POWE 1,359,200</pre>	R
NEFICIALLY OWNED BY EACH REPORTING	
PRESENTED BY AMOUNT IN ROW (11)	
ERSON*	
	<ul> <li>(8) SHARED VOTING POWER <ol> <li>,359,200 includes share</li> <li>The Robertson Stephens O</li> <li>Robertson, Stephens &amp; Co</li> <li>Management, L.P. and Bay</li> <li>are the General Partners</li> <li>held of record by The Roi</li> <li>Orphan Offshore Fund of</li> <li>Stephens &amp; Co. Investmen</li> <li>the General Partner. In</li> <li>record by the Robertson</li> <li>Low-Priced Stock Fund of</li> <li>Stephens &amp; Co Investment</li> <li>investment adviser. See</li> </ol> </li> <li>(9) SOLE DISPOSITIVE POWER</li> <li>(10) SHARED DISPOSITIVE POWER</li> <li>1,359,200</li> </ul>

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
  - (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 Manager 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) Limited Partnership
  - (d) No convictions in criminal proceedings.
  - (e) No civil or administrative proceedings.
- IV. (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.
- V. (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.
  - (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.
- VI. (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.
- VII. (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.
- VIII.(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
  - (d) No convictions in criminal proceedings.
  - (e) No civil or administrative proceedings.
- IX (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.
- X. (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.

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:

The securities with respect to which this Schedule 13D is filed were purchased by the Funds in the ordinary course of investment and not with the intention nor effect of changing or influencing control of the Issuer. The reporting persons may sell all or part or acquire additional securities of the Issuer depending on market conditions and other economic factors.

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: <TABLE> <CAPTION>

Name of Beneficial Owner	No. of Shares Beneficially Owned	Percentage of Class(1)
<\$>	<c></c>	<c></c>
The Robertson Stephens Orphan Fund	1,072,200(2)	10.4%
The Robertson Stephens Orphan Offshore Fund	214,600(3)	2.1%
The Robertson Stephens Global Low-Priced Stock Fund	72,400(4)	.7%
Robertson Stephens & Co Investment Mngmnt L.P.	1,359,200(5)	13.2%
Bayview Investors LTD	1,072,200 (6)	10.4%
Robertson Stephens & Co. Incorporated	1,359,200(7)	13.2%
Paul H. Stephens	1,456,080(8)	14.18
Sanford R. Robertson	1,370,820(9)	13.3%
Michael G. McCaffery	1,359,200(10)	13.2%
G. Randy Hecht	1,359,200(11)	13.2%
Kenneth R. Fitzsimmons	1,359,200(12)	13.2%

<sup>&</sup>lt;/TABLE>

- (1) All percentages in this table are based, pursuant to Rule 13D-1(e) of the Securities Exchange Act of 1934, as amended, on 10,300,000 shares of Common Stock of the Issuer outstanding as of March 12, 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 1,359,200 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 1,072,200 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 1,359,200 shares of the Company.
- (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 1,359,200 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 1,359,200 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 1,359,200 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 1,359,200 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 over1,359,200 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	 3/31/97	11,400	 8.19	open mkt purchase
Offshore				
Global Low- Priced Stock	3/31/97	11,400	8.19	open mkt purchase
Fund				
Orphan	4/2/97	3,200	12.59	open mkt purchase
Offshore Orphan	4/2/97	70,000	13.27	open mkt purchase
Offshore	1/2/5/	, 0, 000	10.27	open mile purchase
Orphan	4/3/97	17,500	12.13	open mkt purchase
Offshore Orphan	4/3/97	7,500	11.50	open mkt purchase
Offshore		,		
Orphan	4/4/97	11,500	11.40	open mkt. purchase
Offshore Orphan	4/4/97	12,500	11.50	open mkt purchase
Offshore				
Orphan Offshore	4/4/97	7,500	11.54	open mkt purchase
Orphan	4/8/97	3,600	11.23	open mkt purchase
Offshore				
Orphan	4/9/97	2,500	11.31	open mkt purchase
Offshore	1/ 5/ 5/	2,000	11.01	open mile purchase
0	4 / 0 / 07	4 000	11 20	
Orphan Offshore	4/9/97	4,900	11.39	open mkt purchase
Orphan	4/9/97	3,400	11.21	open mkt purchase
Offshore				
Orphan Fund	4/2/97	15,300	12.59	open mkt purchase
-				
Orphan Fund Orphan Fund	4/2/97 4/3/97	330,000 85,100	13.27 12.13	open mkt purchase open mkt purchase
	4/3/3/	00,100	12.10	open mike purchase
Orphan Fund	4/3/97	17,500	11.50	open mkt purchase
Orphan Fund	4/6/97	11,500	11.40	open mkt purchase
Orphan Fund	4/6/97	12,500	11.50	open mkt purchase
Ownhan Euro	4/6/97	7 500	11.54	open mkt purchase
Orphan Fund	4/0/9/	7,500	11.04	open mkc purchase
Orphan Fund	4/7/97	50,000	11.78	open mkt purchase
Orphan Fund	4/7/97	4,000	11.69	open mkt purchase
Orphan Fund Orphan Fund	4/7/97 4/8/97	7,000 17,000	11.77 11.23	open mkt purchase open mkt purchase
Orphan Fund	4/9/97	17,500	11.31	open mkt purchase
Omphan Fund	4/0/07	35,100	11 20	onon mit nunchago
Orphan Fund	4/9/97	55,100	11.39	open mkt purchase
Orphan Fund	4/9/97	24,300	11.21	open mkt purchase
Orphan Fund	4/10/97	15,200	12.24	open mkt purchase
Orphan Offshore	4/10/97	2,300	12.24	open mkt purchase
Orphan Fund	4/10/97	1,700	12.50	open mkt purchase
Orphan	4/10/97	300	12.50	open mkt purchase
Offshore Orphan Fund	4/10/97	95,700	12.34	open mkt purchase
orphan rana	1/10/01	55,100	12.01	open mile parenase
Orphan	4/10/97	14,300	12.34	open mkt purchase
Offshore				

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

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: April 10, 1997

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

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

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

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

### 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: April 10, 1997 THE ROBERTSON STEPHENS ORPHAN FUND, A CALIFORNIA LIMITED PARTNERSHIP. By Robertson, Stephens & Company, L.P. Robertson, Stephens & Company, Incorporated Βv By: Paul H. Stephens\* Paul H. Stephens Managing Director and Chief Investment Officer THE ROBERTSON STEPHENS ORPHAN OFFSHORE FUND, A CAYMAN ISLANDS LIMITED PARTNERSHIP. Robertson, Stephens & Company, L.P. Βv Robertson, Stephens & Company, Incorporated Ву 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. Ву 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 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