

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Sirius Satellite Radio Inc.

(Name of Issuer)

Common Shares, par value \$0.001 per share

(Title of Class of Securities)

125127 10 0

(CUSIP Number)

<TABLE>

<p>&lt;S&gt;</p> <p>Darlene M. Friedland Robert M. Friedland 2, Bulletin Place #15B Sydney New South Wales, Australia 2000 (612) 9363-9799 Fax: (612) 9363-9088</p>	<p>&lt;C&gt;</p> <p>Paul L. Goldman Goodman Phillips &amp; Vineberg 1900 - 355 Burrard Street Vancouver, British Columbia Canada V6C 2G8 (604) 682-7737 Fax: (604) 682-7131</p>	<p>&lt;C&gt;</p> <p>Randal R. Jones Dorsey &amp; Whitney LLP U.S. Bank Center 1420 Fifth Avenue, Suite 3400 Seattle, WA 98101 (206) 903-8814 Fax: (206) 903-8820</p>
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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 6, 2000

(Date of Event which Required 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 .

1 Name Of Reporting Persons  
I.R.S. Identification Nos. Of Above Persons  
Darlene M. Friedland

2 Check The Appropriate Box If A Member Of A Group (See Instructions) (a)   
(b)

3 SEC Use Only

4 Source of Funds  
Not applicable

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship Or Place Of Organization  
United States and Canada

7 Sole Voting Power  
NUMBER OF 0

8 Shared Voting Power  
Shares Beneficially 0

Owned By 9 Sole Dispositive Power  
Each 1,417,250  
Reporting 10 Shared Dispositive Power  
Person With 917,250

11 Aggregate Amount Beneficially Owned By Each Reporting Person  
2,334,500

12 Check If The Aggregate Amount In Row (11) Excludes Certain Shares |\_ |

13 Percent Of Class Represented By Amount In Row 9  
8.1%

14 Type Of Reporting Person (See Instructions)  
IN

1 Name Of Reporting Persons  
I.R.S. Identification Nos. Of Above Persons  
Robert M. Friedland

2 Check The Appropriate Box If A Member Of A Group (See Instructions)  
(a) |\_ |  
(b) |\_ |

3 SEC Use Only

4 Source of Funds  
Not applicable

5 Check if Disclosure of Legal Proceedings is Required Pursuant  
to Item 2(d) or 2(e) |\_ |

6 Citizenship Or Place Of Organization  
United States and Canada

NUMBER OF 7 Sole Voting Power  
0  
Shares 8 Shared Voting Power  
Beneficially 0  
Owned By 9 Sole Dispositive Power  
Each 0  
Reporting 10 Shared Dispositive Power  
Person With 917,250

11 Aggregate Amount Beneficially Owned By Each Reporting Person  
2,334,500

12 Check If The Aggregate Amount In Row (11) Excludes Certain Shares |\_ |

13 Percent Of Class Represented By Amount In Row 9  
8.1%

14 Type Of Reporting Person (See Instructions)  
IN

## Item 1. Security and Issuer.

- (a) Title of class of securities: Common Shares, par value of \$0.001 per share (the "Common Shares")
- (b) Name of issuer: Sirius Satellite Radio Inc.  
Address: 36th Floor, 1221 Avenue of the Americas, New York, NY 10020

## Item 2. Identity and Background.

- (a) Name: (i) Darlene M. Friedland  
(ii) Robert M. Friedland
- (b) Residence or business address: 2, Bulletin Place #15B, Sydney, New South Wales, Australia 2000
- (c) Principal occupation or employment: Investor
- (d) Criminal convictions within five years: None
- (e) Federal or state securities laws violations within five years: None
- (f) Citizenship: Each reporting person is a citizen of both the United States and Canada

## Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

## Item 4. Purpose of Transaction.

Not applicable.

## Item 5. Interest in Securities of the Issuer.

- (a) Number of securities owned beneficially: 2,334,500  
Percentage of class: 8.1%
- (b) Sole voting power: 0  
Shared voting power: 0  
Sole dispositive power: (i) 1,417,250  
(ii) 0  
Shared dispositive power: (i) 917,250  
(ii) 917,250
- (c) Transactions during past 60 days: Robert M. Friedland disposed of 500,000 Common Shares on Nasdaq pursuant to the provisions of Rule 144(k). Mr. Friedland disposed of the Common Shares as follows:

Date	Number of Shares	Price per Share
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January 6, 2000	30,000	\$41.75
	15,000	\$41.875
	20,000	\$41.9375
	40,000	\$42.00
	20,000	\$42.125
	15,000	\$42.25
	20,000	\$41.1125

15,000	\$42.375
20,000	\$42.4375
90,000	\$42.50
10,000	\$42.5625
15,000	\$42.625
35,000	\$42.875
25,000	\$42.9375
15,000	\$43.00
5,000	\$43.75
5,000	\$44.25
5,000	\$44.625
10,000	\$45.00

January 10, 2000	7,100	\$42.50
	1,100	\$42.5625
January 11, 2000	5,000	\$42.50
	15,900	\$42.50
	900	\$42.5625
	500	\$42.625
January 18, 2000	53,000	\$42.375
	1,000	\$42.50
	3,500	\$42.75
	2,000	\$43.00

(d) Other beneficiaries: None

(e) Date reporting person ceased to be 5% owner: Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Pursuant to a Voting Trust Agreement, dated as of August 26, 1997, among CD Radio Inc. (now Sirius Satellite Radio Inc.), Darlene Friedland and David Margolese, Mr. Margolese has the power to vote in his discretion all shares of Sirius Satellite Radio Inc. common stock owned or thereafter acquired by Darlene Friedland and certain of her affiliates, including her husband Robert Friedland.

Item 7. Material to be Filed as Exhibits.

1. Agreement, dated as of February 1, 2000, among Darlene Friedland and Robert Friedland for joint filing of this Schedule 13D
2. Voting Trust Agreement, dated as of August 26, 1997, among CD Radio Inc., Darlene Friedland and David Margolese\*

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\* Previously filed as Exhibit 1 to Schedule 13D filed with the Securities and Exchange Commission on March 11, 1998

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SIGNATURE

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

DATED as of February 10, 2000

/s/ Darlene Friedland

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Darlene M. Friedland

/s/ Robert Friedland

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Robert M. Friedland

EXHIBIT 1

It is hereby agreed that this Schedule 13D is jointly filed pursuant to Rule 13d-1(k)(1) on behalf of Darlene M. Friedland and Robert M. Friedland.

DATED as of February 1, 2000

/s/ Darlene Friedland

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Darlene M. Friedland

/s/ Robert Friedland

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Robert M. Friedland