

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)

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>

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

</TABLE>

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

May 10, 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 582,750  
-----

11 Aggregate Amount Beneficially Owned By Each Reporting Person  
2,000,000  
-----

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

13 Percent Of Class Represented By Amount In Row 9  
4.5%  
-----

14 Type Of Reporting Person (See Instructions)  
IN  
-----

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-----  
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 582,750  
-----

11 Aggregate Amount Beneficially Owned By Each Reporting Person  
2,000,000  
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12 Check If The Aggregate Amount In Row (11) Excludes Certain Shares |\_  
-----

13 Percent Of Class Represented By Amount In Row 9  
4.5%  
-----

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: 2,000,000  
Percentage of class: 4.5%
- (b) Sole voting power: 0  
Shared voting power: 0  
Sole dispositive power: (i) 1,417,250  
(ii) 0  
Shared dispositive power: (i) 582,750  
(ii) 582,750
- (c) Transactions during past 60 days: Robert M. Friedland disposed of 334,500 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* -----
March 3, 2000	12,400	\$65.20
April 14, 2000	10,000	\$34.90
April 18, 2000	75,000	\$34.96
April 19, 2000	15,000	\$35.43
April 27, 2000	25,400	\$38.92
April 28, 2000	29,200	\$39.90
May 1, 2000	85,000	\$41.45
May 2, 2000	25,000	\$42.41
May 5, 2000	25,600	\$43.42
May 8, 2000	31,900	\$43.95

\* The average price per share, based on Mr. Friedland's aggregate sales on such date

- (d) Other beneficiaries: None
- (e) Date reporting person ceased to be 5% owner: May 1, 2000

## 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 May 25, 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 May 25, 2000

/s/ Darlene Friedland

-----  
Darlene M. Friedland

/s/ Robert Friedland

-----  
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 May 25, 2000

/s/ Darlene Friedland

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Darlene M. Friedland

/s/ Robert Friedland

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Robert M. Friedland