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U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

<S> ----- <C> -----  
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FORM 4 OMB  
APPROVAL -----  
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[ ] CHECK THIS BOX IF NO LONGER OMB Number:  
3235-0287 Expires:  
SUBJECT TO SECTION 16. FORM 4  
September 30, 1998 OR FORM 5 OBLIGATIONS MAY Estimated  
average burden response .... 0.5 hours per  
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</TABLE>

1. Name and Address of Reporting Person \*

Whitworth Ralph V.  
(Last) (First) (Middle)  
c/o Relational Investors, LLC, 4330 La Jolla Village Drive, Suite 220  
(Street)  
San Diego CA 92122  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CD Radio Inc. (CDRD)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement of Month/Year

December 1997

5. If Amendment, Date or Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)

X Director 10% Owner  
-----  
----- Officer (give title Other  
below) below  
-----  
-----

7. Individual or Join/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person  
-----  
----- Form filed by More than One Reporting Person  
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TABLE I-- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security 2. Transaction 3. Trans- 4. Securities Acquired (A) 5. Amount of 6. Owner-

7. Nature of In- direct Bene- ficial Indirect ship (Instr. 3) of In- direct Bene- ficial Indirect ship (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)

Date (Month/Day/Year)

action Code (Instr. 8) Code Amount or Price (Instr. 3 and 4)

or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)

Securities Beneficially Owned at End of Month (Instr. 3 and 4)

ship Form: Direct (D) (I)

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

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)

\* If the form is filed by more than one reporting person, SEE Instruction 4 (b) (v).

SEC 1474 8-92)

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FORM 4 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Exer- cisable and Ex- piration Date (Month/Day/Year)	2. Conver- sion or Exercise Price of Deriv- ative Secur	3. Trans- action Date (Month/Day/Year)	4. Transac- tion Code (Instr. 8)	5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5)	6. Date
Stock Option (Right to Buy) 12/29/97 4/9/00	\$6.25	12/29/97	A	17,800	

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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4)	11. Na- ture of In- direct Bene- ficial Own- ership (Instr. 4)
Title Amount or Number of Shares				
Common Stock	17,800	52,800 (1)	D	

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Explanation of Responses:

(1) Includes 35,000 shares of Common Stock issuable pursuant to CD Radio Inc.'s Directors' Nonqualified Stock Option Plan.

\*\*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.

/s/ Ralph V. Whitworth

1/7/98

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\*\*Signature of Reporting Person

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Date

Ralph V. Whitworth