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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CD Radio, Inc.

(Name of Issuer)

Common Shares, par value \$0.001 per share

(Title of Class of Securities)

125127 10 0

(CUSIP Number)

Darlene M. Friedland	Paul L. Goldman	Randal R. Jones
Robert M. Friedland	Goodman Phillips & Vineberg	Bogle & Gates P.L.L.C.
110 Wolseley Road	1900 - 355 Burrard Street	Two Union Square
Point Piper, Sydney	Vancouver, British Columbia	601 Union Street
New South Wales, Australia	Canada V6C 2G8	Seattle, Washington 98101
(612) 9363-9799	(604) 682-7737	(206) 682-5151
Fax: (612) 9363-9088	Fax: (604) 682-7131	Fax: (206) 621-2660

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

January 19, 1999

(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 the statement.

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CUSIP NO. 125127 100

1. Names of Reporting Persons. Darlene M. Friedland
Robert M. Friedland

I.R.S. Identification Nos. of above persons
(entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items
2(d) or 2(e)

6. Citizenship or Place of Organization United States and Canada

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power	0
	9. Sole Dispositive Power	2,125,875 Darlene Friedland
	10. Shared Dispositive Power	708,625

11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,834,500

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 12.2%

14. Type of Reporting Person (See Instructions) IN

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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: CD Radio Inc. Address: 14th Floor, 1180 Avenue of the Americas, New York, NY 10036

Item 2. Identity and Background

- (a) Name: Darlene M. Friedland
- (b) Residence or business address: 110 Wolseley Road, Point Piper, Sydney, N.S.W., Australia
- (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: United States and Canada

- (a) Name: Robert M. Friedland
- (b) Residence or business address: 110 Wolseley Road, Point Piper, Sydney, N.S.W., Australia
- (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: United States and Canada

Item 3. Source and Amount of Funds or Other Consideration

Darlene Friedland, transferred to her husband Robert Friedland, by way of bona fide gift and not for valuable consideration, 708,625 Common Shares of CD Radio on January 19, 1999.

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Item 4. Purpose of Transaction

Darlene Friedland, transferred to her husband Robert Friedland, by way of bona fide gift and not for valuable consideration, 708,625 Common Shares of CD Radio on January 19, 1999.

Darlene Friedland acquired her interest in the issuer for investment purposes. The reporting persons may hold the shareholdings disclosed herein for an indefinite period or the reporting persons may choose to dispose of some or all of those shares at yet undetermined time(s) in the future.

Item 5. Interest in Securities of the Issuer

Darlene M. Friedland

- (a) Number of securities owned beneficially: 2,834,500
Percentage of class: 12.2%
- (b) Sole voting power: 0*
Shared voting power: 0*
Sole dispositive power: 2,125,875
Shared dispositive power: 708,625
- (c) Transactions during past 60 days: Darlene Friedland, transferred to her husband Robert Friedland, by way of bona fide gift and not for valuable consideration, 708,625 Common Shares of CD Radio on January 19, 1999.
- (d) Other beneficiaries: None.
- (e) Date reporting person ceased to be 5% owner: N/A

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Robert M. Friedland

- (a) Number of securities owned beneficially: 2,834,500
Percentage of class: 12.2%
- (b) Sole voting power: 0*
Shared voting power: 0*
Sole dispositive power: 708,625
Shared dispositive power: 0
- (c) Transactions during past 60 days: Darlene Friedland, transferred to her husband Robert Friedland, by way of bona fide gift and not for valuable consideration, 708,625 Common Shares of CD Radio on January 19, 1999.
- (d) Other beneficiaries: None.
- (e) Date reporting person ceased to be 5% owner: N/A

* Pursuant to a Voting Trust Agreement, dated as of August 26, 1997, among CD Radio, Inc., Darlene Friedland and David Margolese. Mr. Margolese has the power to vote in his discretion all shares of CD Radio, Inc. common stock owned or thereafter acquired by Darlene Friedland and certain of her affiliates, including her husband Richard Friedland, (currently 2,834,500 Common Shares) for five years after the date thereof.

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., Darlene Friedland and David Margolese. Mr. Margolese has the power to vote in his discretion all shares of CD Radio, Inc. common stock owned or thereafter acquired by Darlene Friedland and certain of her affiliates, including her husband Richard Friedland, (currently 2,834,500 Common Shares) for five years after the date thereof.

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Item 7. Material to Be Filed as Exhibits

1. Agreement, dated as of January 28, 1999, 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.*

* 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.

January 28, 1999 /s/ Darlene M. Friedland

Date Darlene M. Friedland

January 28, 1999 /s/ Robert M. Friedland

Date Robert M. Friedland

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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.

January 28, 1999 /s/ Darlene M. Friedland

Date Darlene M. Friedland

January 28, 1999 /s/ Robert M. Friedland

Date Robert M. Friedland

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