

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person APOLLO ADVISORS IV LP		2. Issuer Name and Ticker or Trading Symbol SIRIUS SATELLITE RADIO INC [SIRI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2005		6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
TWO MANHATTANVILLE ROAD  (Street)  PURCHASE, NY 10577			4. If Amendment, Date Original Filed (Month/Day/Year)		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/10/2005		X		23,552,445	A	\$ 1.04	141,121,797	I	See footnote (1)
Common Stock	01/10/2005		X		15,986,060	A	\$ 0.92	157,107,857	I	See footnote (1)

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Common Stock Purchase Warrant	\$ 1.04	01/10/2005		X		27,250,013	03/07/2003	03/07/2005	Common Stock	27,250,013	(1)	0	I	See footnote (1)
Series B Common Stock Purchase Warrant	\$ 0.92	01/10/2005		X		18,166,677	03/07/2003	03/07/2005	Common Stock	18,166,677	(1)	0	I	See footnote (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APOLLO ADVISORS IV LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO OVERSEAS PARTNERS IV LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO INVESTMENT FUND IV LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO MANAGEMENT IV LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		

## Signatures

APOLLO ADVISORS IV, L.P. By: APOLLO CAPITAL MANAGEMENT IV, INC. Its General Partner By: /s/ Michael D. Weiner Michael D. Weiner Vice President		01/11/2005
--Signature of Reporting Person		Date
APOLLO OVERSEAS PARTNERS IV, L.P. By: APOLLO ADVISORS IV, L.P. Its Managing General Partner By: APOLLO CAPITAL MANAGEMENT IV, INC. Its General Partner By: /s/ Michael D. Weiner Michael D. Weiner Vice President		01/11/2005
--Signature of Reporting Person		Date
APOLLO INVESTMENT FUND IV, L.P. By: APOLLO ADVISORS IV, L.P. Its General Partner By: APOLLO CAPITAL MANAGEMENT IV, INC. Its General Partner By: /s/ Michael D. Weiner Michael D. Weiner Vice President		01/11/2005
--Signature of Reporting Person		Date
APOLLO MANAGEMENT IV, L.P. By: AIF IV MANAGEMENT, INC. Its General Partner By: /s/ Michael D. Weiner Michael D. Weiner Vice President		01/11/2005
--Signature of Reporting Person		Date

## Explanation of Responses:

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

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99.1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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- (1) The amount reported includes 149,019,252 shares of Common Stock owned of record by Apollo Investment Fund IV, L.P. ("AIF IV") and 8,088,605 shares of Common Stock owned of record by Apollo Overseas Partners IV, L.P. ("Overseas IV"), after their exercise of their respective Series A Common Stock Purchase Warrants and Series B Common Stock Purchase Warrants (collectively, the "Warrants") on January 10, 2005. The Warrants were obtained on March 7, 2003 in exchange for all of the shares of convertible preferred stock of the issuer held by AIF IV and Overseas IV, and were exercised in a cashless exercise pursuant to the terms of the Warrants by the surrender of right to exercise the Warrants for an aggregate of 5,878,185 additional shares of Common Stock. Apollo Advisors IV, L.P. ("Advisors IV") is the general partner of AIF IV and the managing general partner of Overseas IV. Apollo Capital Management IV, Inc. ("Capital Management") is the general partner of Advisors IV. Apollo Management IV, L.P. ("Management IV") is the Manager of AIF IV and Overseas IV. AIF IV Management, Inc. ("AIF IV Management") is the general partner of Management IV. Leon D. Black and John J. Hannan are directors and principal executive officers of Capital Management and AIF IV Management. Advisors IV, Capital Management, Management IV, AIF IV Management and Messrs. Black and Hannan and their affiliates disclaim beneficial ownership of all shares of Sirius Satellite Radio Inc. owned by Overseas IV or AIF IV, except to the extent they have a pecuniary interest in such securities, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, any such securities for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
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