

INITIAL STATEMENT OF 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* Liberty Media Corp (Last) (First) (Middle) 12300 LIBERTY BOULEVARD (Street) ENGLEWOOD, CO 80112 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/23/2011	3. Issuer Name and Ticker or Trading Symbol SIRIUS XM RADIO INC. [SIRI]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___X___ 10% Owner ___ Officer (give title below) ___ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 09/27/2011
		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
7% Exchangeable Senior Subordinated Notes	(1)	12/01/2014	Common Stock	5,866,666 (1)	\$ (1)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Media Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112		X		

Signatures

/s/ Craig Troyer, Vice President	05/11/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The Reporting Person beneficially owns \$11 million aggregate principal amount of the Issuer's 7% Exchangeable Senior Subordinated Notes due 2014 (the "Exchangeable (1) Notes"). The Exchangeable Notes are exchangeable at any time at the option of the holder into shares of Common Stock at an initial exchange rate of 533.3333 shares of Common Stock per \$1,000 principal amount of Exchangeable Notes. The Exchangeable Notes were inadvertently omitted from the Reporting Person's original Form 3.

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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