

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* SHAW JACK A		2. Issuer Name and Ticker or Trading Symbol SIRIUS SATELLITE RADIO INC [(SIRI)]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/28/2008		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
1221 AVENUE OF THE AMERICAS (Street) NEW YORK, NY 10020			4. If Amendment, Date Original Filed (Month/Day/Year)		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

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	07/28/2008		A		184,000 (1)	A	\$ 0	184,000	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 2.07	07/28/2008(2)		A		123,082		(3)	07/07/2009	Common Stock	123,082	\$ 0	123,082	D	
Stock Option (Right to Buy)	\$ 2.49	07/28/2008(4)		A		46,000		(3)	08/10/2017	Common Stock	46,000	\$ 0	46,000	D	
Stock Option (Right to Buy)	\$ 4.89	07/28/2008(5)		A		46,000		(3)	04/20/2016	Common Stock	46,000	\$ 0	46,000	D	
Stock Option (Right to Buy)	\$ 5.84	07/28/2008(6)		A		46,000		(3)	04/20/2015	Common Stock	46,000	\$ 0	46,000	D	
Stock Option (Right to Buy)	\$ 5.90	07/28/2008(7)		A		46,000		(3)	03/25/2014	Common Stock	46,000	\$ 0	46,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SHAW JACK A 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X			
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Signatures

Jack A Shaw	07/30/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Received pursuant to the Merger Agreement for 40,000 shares of XM Satellite Radio Inc. common stock.
- (2) Received pursuant to the Merger Agreement for an option to acquire 26,757 shares of XM Satellite Radio Inc. common stock for \$9.52 per share.
- (3) Already exercisable
- (4) Received pursuant to the Merger Agreement for an option to acquire 10,000 shares of XM Satellite Radio Inc. common stock for \$11.41 per share.
- (5) Received pursuant to the Merger Agreement for an option to acquire 10,000 shares of XM Satellite Radio Inc. common stock for \$22.46 per share.
- (6) Received pursuant to the Merger Agreement for an option to acquire 10,000 shares of XM Satellite Radio Inc. common stock for \$26.82 per share.
- (7) Received pursuant to the Merger Agreement for an option to acquire 10,000 shares of XM Satellite Radio Inc. common stock for \$27.11 per share.

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

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