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

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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

ises)														
1. Name and Address of Reporting Person * Altman Dara F				2. Issuer Name and Ticker or Trading Symbol SIRIUS XM RADIO INC. [(SIRI)]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner				
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS				3. Date of Earliest Transaction (Month/Day/Year) 12/15/2008						X Officer (give title below) Other (specify below) EVP & Chief Admin. Officer				
(Street) NEW YORK, NY 10020				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person				
(State)	(Zip)			Tal	ble I - N	on-D	erivative :	Securiti	ies Acqui	ired, Disp	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)		any	tion Date,	, if (if 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)		Ownership of Form:	Beneficial		
		(Monti	h/Day/Ye	ear)	Code	V	Amount	(A) or (D)	Price	(Instr. 3	or In		or Indirect	Ownership (Instr. 4)
	12/15/2008				S ⁽¹⁾		40,047	D	\$ 0.1423 (2)	1,198,0) 48		D	
	12/23/2008				P ⁽¹⁾		2,561	A	\$ 0.12	1,200,6	509		D	
a separate mic		- Deriva	ntive Secu	ıritie	es Acqu	Pe co the	rsons wh ntained i form dis	no resp n this f splays of, or B	form are a curre	not requesting ntly valid	uired to res OMB con	spond unle	ess	1474 (9-02)
on Date (Month/Da	Execution D y/Year) any	l Pate, if	4. Transaction Code (Instr. 8)		5. Number		6. Date Exercisable and Expiration Date (Month/Day/Year) 7. A U. S (I.		7. Ti Amo Und Secu	7. Title and Amount of Underlying Securities (Instr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	Ownersh (Instr. 4) D)
						Da		Expirat Date	tion Title	or Number				
n ida	(First) OF THE AM (Street) Y 10020 (State) a separate line ion Date (Month/Dave	(First) (Middle) OF THE AMERICAS (Street) Y 10020 (State) (Zip) 2. Transaction Date (Month/Day/Year) 12/15/2008 12/23/2008 1 a separate line for each class of sectors of sectors of the content of	Signal (First) (Middle) (Middle) (Middle) (Street) (Middle) (Street) (Street) (Street) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. If the second and the second an	2. Issuer Nar SIRIUS XN (First) (Middle) 3. Date of Earl 12/15/2008 (Street) 4. If Amendment Y 10020 (State) (Zip) 2A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) 12/15/2008 12/15/2008 12/23/2008 Table II - Derivative Sective (e.g, puts, calls any (Month/Day/Year) of Code (Instr. 8) (Instr. 8)	2. Issuer Name and SIRIUS XM R. (First) (Middle) 3. Date of Earliest 12/15/2008 (Street) 4. If Amendment, In the American Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. 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Reporting Owners

Ī		Relationships						
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
	Altman Dara F 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020			EVP & Chief Admin. Officer				

Signatures

Dara Altman	01/06/2009
**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).
 - On December 15, 2008, the number of shares of Common Stock indicated in Table I were sold by a broker as part of group sales on behalf of the Reporting Person and certain other employees of the Issuer to pay their respective withholding tax liabilities incident to the vesting of Restricted Shares. The number of shares sold was
- (1) inadvertently determined on the basis of estimated tax liabilities, which exceeded the Reporting Person and such other employees' actual tax liabilities. Consequently, on December 23, 2008, the broker repurchased the numbers of shares of Common Stock indicated in Table I on behalf of the Reporting Person as part of a group purchase for such employees. The Reporting Person has disgorged to the Issuer the deemed profit from these transactions made on her behalf even though they were made without her knowledge.
- The Price indicated in Table I represents the weighted average sales price for price increments ranging from \$0.1419 to \$0.1445. The Reporting Person undertakes to (2) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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.