## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden
hours per response... 0.5

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

1. Name ar																	
1. Name and Address of Reporting Person * MEYER JAMES E					2. Issuer Name and Ticker or Trading Symbol SIRIUS XM RADIO INC. [(SIRI)]							5.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director I 00% Owner  X Officer (give title below)  President, Operations & Sales				
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS				3. Da	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2012												
(Street)				4. If									6. Individual or Joint/Group Filing(Check Applicable Line)X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
	ORK, NY		(m) \										_ Form filed by More	anan One Kep	orung Person		
(Ci	(City) (State) (Zip)				Table I - Non-Derivative Securities Acqui							es Acquire	red, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year	Exec any	2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)		4. Securities Acquired (A) of Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
							Code	V	Amo		(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock 02/23/2012			02/23/2012				M		6,169	9,500	A	\$ 0.5752	7,315,636			D	
Common Stock 02/23/2012			02/23/2012				М		830,5	500		\$ 0.6735	8,146,136			D	
Common	Stock		02/23/2012				M		66,66	56	A	\$ 1.04	8,212,802			D	
Common Stock 02/23/2012			02/23/2012				S		7,066	5,666	D	\$ 2.0912	1,146,136			D	
Common Stock													661			I	By 401(k) Plan
Reminder:	Report on a s	separate line for each	h class of securities b	eneficia	ılly ov	wned dire	ectly or ir			who re	spond	I to the co	ollection of int	formation	contained	n SEC	
Reminder:	Report on a s	separate line for eac		II - De	rivati	ive Secu	rities Acc	Per this cur quired, I	sons was form rently	are no valid ( d of, or	ot requ OMB c · Benef	ired to re ontrol nu icially Ow				n SEC	
1. Title of	2. Conversion	3. Transaction	Table  3A. Deemed Execution Date, if	II - De (e.g 4. Transac Code	erivati g., pur etion	ive Secur ts, calls, 5. Numb	rities Acc warrants per of ve es d (A) or d of (D)	Per this cur quired, I	sons versions of sons versions	are no valid ( d of, or ertible able an e	ot requ OMB c · Benef securit	ired to re ontrol nu icially Ow ties)  7. Title ar	spond unless mber. ned ad Amount of ng Securities	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported	of 10. Owners Form o Derivat Security Direct ( or Indir	111. Nat of Indin Benefic ive Owners (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table  3A. Deemed Execution Date, if any	II - De (e.g 4. Transac Code	erivati g., pu etion	ive Securities, calls, 5. Numb Derivatir Securities Acquired Disposed (Instr. 3,	rities Acc warrants per of ve es d (A) or d of (D)	Per this cur quired, I s, option 6. Date Expirati	sons vs form rently Disposes s, conve Exercise on Date 'Day/Ye	are no valid ( d of, or ertible able an e	ot requ OMB c Benef securit	ired to re ontrol nu icially Ow ties)  7. Title an Underlyin	spond unless mber. ned ad Amount of ng Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following	of 10. Owners Form o Derivat Security Direct ( or Indir	ship of India Beneficive Owners (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table  3A. Deemed Execution Date, if any	II - De (e.g 4. Transac Code (Instr. 8	erivati g., pu etion	ive Securite, calls, 5. Numb Derivativ Securitie Acquired Disposed (Instr. 3, 5)	rities Acc warrants we set of ve ss d (A) or d of (D) 4, and	Per this cur quired, I s, option 6. Date Expirati (Month/	sons versions of the second se	are no valid ( d of, or ertible able an eear)	ot requipment requipment of the country of the coun	ired to recontrol nuicially Owites)  7. Title an Underlyin (Instr. 3 a	spond unless mber.  ned  ad Amount of ag Securities and 4)  Amount or Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Derivat Security Direct ( or Indir (s) (I)	ship of Indi Beneficive (Instr. D)
1. Title of Derivative Security (Instr. 3) Stock Option (Right	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table  3A. Deemed Execution Date, if any	II - De (e.g. 4. Transac Code (Instr. 8	erivati g., pu etion	ive Securits, calls, 5. Numb Derivativ Securitie Acquired Disposed (Instr. 3, 5)	rities Acc warrants er of ve es d (A) or d of (D) 4, and	Per this cur quired, I s, option 6. Date Expirati (Month/	sons v form rently Disposes s, converted to the state of	are no valid (d of, on ertible able an e ear)  Expirat Date (08/11)	trequest request treatment of the securit description of the securit description of the security of the securi	ired to recontrol nuicially Owices)  7. Title an Underlyin (Instr. 3 a	spond unless mber.  ned  ad Amount of ag Securities and 4)  Amount or Number of Shares  an 66,666	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of Owners Form of Derivat Security Direct or India (s) (I) (Instr. 4	ship of Indi Beneficive (Instr. D)

#### **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
MEYER JAMES E 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020			President, Operations & Sales				

### **Signatures**

/s/ James E. Meyer	02/23/2012
***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).

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.