longer subject to Section 16. Form 4 or Form 5 obligations

may continue. See

Instruction 1(b).

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

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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

Link of Ty	pe Response	-7														
1. Name and Address of Reporting Person* WITTMAN VANESSA AMES			2. Issuer Name and Ticker or Trading Symbol SIRIUS XM RADIO INC. [(SIRI)]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)XDirector10% Owner							
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS (Street)			3. Date of Earliest Transaction (Month/Day/Year) 05/23/2012 4. If Amendment, Date Original Filed(Month/Day/Year)						Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person							
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NEW YO	ORK, NY	10020										im med by i	iore man one r	teporting reison		
(City) (State) (Zip)					Table	e I - Non-l	Deriva	tive Secur	ities A	Acquired, l	nired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye			2A. Deemed Execution Da				(A)	4. Securities Acquired (A) or Disposed of (D (Instr. 3, 4 and 5)					. o	wnership of	Nature Indirect eneficial	
				(Month/Day/Y					(A) or		Ì	Instr. 3 and 4)		or (T)	Indirect (Ins	wnership nstr. 4)
							ode V	Am	Amount (D)		rice			(1	nstr. 4)	
Reminder:	Report on a	separate line for each	class of securities l	eneficia	lly owned	lirectly	or indirec	tly.								
															CEC 14	
														on contained		74 (9-02)
							in ti	his fo	rm are no	t requ	uired to re	espond ι		form display		/4 (9-02)
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Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
WITTMAN VANESSA AMES 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X				

Signatures

/s/Patrick L. Donnelly, attorney in fact	05/23/2012
**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).
- (1) Options will vest as follows: 19,199 5/23/2013; 19,199 5/23/2014; 19,199 5/23/2015 and 19,198 5/23/2016.

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.