

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person MEYER JAMES E			2. Issuer Name and Ticker or Trading Symbol SIRIUS XM RADIO INC. [(SIRI)]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, Operations & Sales		
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 11/05/2012					
(Street) NEW YORK, NY 10020			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(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	11/05/2012		M		874,500	A	\$ 0.5752	2,020,636	D	
Common Stock	11/05/2012		M		530,500	A	\$ 0.6735	2,551,136	D	
Common Stock	11/05/2012		S		1,705,000	D	\$ 2.8341	846,136	D	
Common Stock	11/06/2012		M		1,666,344	A	\$ 0.5752	2,512,480	D	
Common Stock	11/06/2012		S		1,666,344	D	\$ 2.8349	846,136	D	
Common Stock	11/07/2012		M		6,008,894	A	\$ 0.5752	6,855,030	D	
Common Stock	11/07/2012		S		6,008,894	D	\$ 2.7174	846,136	D	
Common Stock								2,873	I	By 401(k) Plan

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 0.6735	11/05/2012		M		530,500	08/31/2010	08/31/2019	Common Stock	530,500	\$ 0.6735	1,130,500	D	
Stock Option (Right to Buy)	\$ 0.5752	11/05/2012		M		874,500	10/14/2010	10/14/2019	Common Stock	874,500	\$ 0.5752	13,971,484	D	
Stock Option (Right to Buy)	\$ 0.5752	11/06/2012		M		1,666,344	10/14/2010	10/14/2019	Common Stock	1,666,344	\$ 0.5752	12,305,140	D	

Stock Option (Right to Buy)	\$ 0.5752	11/07/2012		M			6,008,894	10/14/2010	10/14/2019	Common Stock	6,008,894	\$ 0.5752	6,296,246	D	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		11/07/2012
<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).

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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