

# 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* <b>HOLDEN JAMES P</b>			2. Issuer Name and Ticker or Trading Symbol <b>SIRIUS XM RADIO INC. [(SIRD)]</b>			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) <b>11/07/2012</b>					
1221 AVENUE OF THE AMERICAS								
(Street)			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		
NEW YORK, NY 10020								
(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	11/07/2012		M		53,559	A	\$ 0.35	194,231	D	
Common Stock	11/07/2012		M		25,504	A	\$ 0.9994	219,735	D	
Common Stock	11/07/2012		M		20,537	A	\$ 2.1	240,272	D	
Common Stock	11/07/2012		M		14,977	A	\$ 2.325	255,249	D	
Common Stock	11/07/2012		M		13,493	A	\$ 0.54	268,742	D	
Common Stock	11/07/2012		S		128,070	D	\$ 2.7	140,672	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 2.325	11/07/2012		M		14,977	05/26/2012	05/26/2021	Common Stock	14,977	\$ 2.325	44,928	D	
Stock Option (Right to Buy)	\$ 0.54	11/07/2012		M		13,493	05/27/2010	05/27/2019	Common Stock	13,493	\$ 0.54	13,494	D	
Stock Option (Right to Buy)	\$ 0.35	11/07/2012		M		53,559	05/27/2010	05/27/2019	Common Stock	53,559	\$ 0.35	53,560	D	
Stock Option (Right to Buy)	\$ 0.9994	11/07/2012		M		25,504	05/27/2011	05/27/2020	Common Stock	25,504	\$ 0.9994	51,007	D	

Stock Option (Right to Buy)	\$ 2.1	11/07/2012		M			20,537	11/25/2004	11/25/2013	Common Stock	20,537	\$ 2.1	0	D	
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDEN JAMES P 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X			

## Signatures

/s/Patrick L. Donnelly, attorney in fact		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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