

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

(Print or Type Responses)

1. Name and Address of Reporting Person* MOONEY JAMES			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 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) 01/15/2013			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		
1221 AVENUE OF THE AMERICAS			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)			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	01/15/2013		M		850,237	A	\$ 0.09	942,307	D	
Common Stock	01/15/2013		M		160,677	A	\$ 0.3	1,102,984	D	
Common Stock	01/15/2013		M		51,008	A	\$ 0.9494	1,153,992	D	
Common Stock	01/15/2013		M		45,962	A	\$ 2.85	1,199,954	D	
Common Stock	01/15/2013		M		40,479	A	\$ 0.49	1,240,433	D	
Common Stock	01/15/2013		M		20,537	A	\$ 2.05	1,260,970	D	
Common Stock	01/15/2013		M		14,977	A	\$ 2.275	1,275,947	D	
Common Stock								9,100	I	By Custodian For Child

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)	\$ 2.275 (U)	01/15/2013		M		14,977	05/26/2012	05/26/2021	Common Stock	14,977	\$ 2.275	44,928	D	
Stock Option (Right to Buy)	\$ 0.49 (U)	01/15/2013		M		40,479	05/27/2010	05/27/2019	Common Stock	40,479	\$ 0.49	13,494	D	
Stock Option (Right to Buy)	\$ 0.3 (U)	01/15/2013		M		160,677	05/27/2010	05/27/2019	Common Stock	160,677	\$ 0.3	53,560	D	
Stock Option (Right to Buy)	\$ 0.9494 (U)	01/15/2013		M		51,008	05/27/2011	05/27/2020	Common Stock	51,008	\$ 0.9494	51,007	D	

Stock Option (Right to Buy)	\$ 2.85 (1)	01/15/2013		M		45,962	08/15/2008	08/15/2017	Common Stock	45,962	\$ 2.85	0	D
Stock Option (Right to Buy)	\$ 2.05 (1)	01/15/2013		M		20,537	11/25/2004	11/25/2013	Common Stock	20,537	\$ 2.05	0	D
Stock Option (Right to Buy)	\$ 0.09 (1)	01/15/2013		M		850,237	12/18/2009	12/18/2018	Common Stock	850,237	\$ 0.09	0	D

Reporting Owners

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

Signatures

/s/Patrick L. Donnelly, attorney in fact		01/17/2013
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) In connection with the dividend of \$0.05 per share of common stock paid by the Company on December 28, 2012, the exercise price of this option has been reduced by \$0.05. The Compensation Committee of the Company's Board of Directors authorized the adjustment to reflect the diminution in the economic value of the option as a result of the dividend.

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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