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

OMB APPI	ROVAL
OMB Number:	3235-028

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

37 Estimated average burden hours per response.. 0.5

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 Ty	pe Response	s)													
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)XDirector10% Owner						
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS (Street) NEW YORK, NY 10020 (City) (State) (Zip)			3. Date of Earliest Transaction (Month/Day/Year) 05/22/2013						Officer (give	title below)	Other (specify below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)						_X_	6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person aired, Disposed of, or Beneficially Owned					
			THE N D : G S : G A												
									ttive Securities						
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea				te, if Code (Instr.		(A)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Ov Fo	wnership of I	Nature Indirect neficial		
				(Mont	h/Day/Y	ear)	G 1		(A) or	Ì	tr. 3 and 4)		or (I	Indirect (In	vnership istr. 4)
							Code	V Am	iount (D)	Price			(1)	nstr. 4)	
Reminder:	Report on a s	separate line for eacl	a class of securities	beneficia	lly own	d direc	tly or i	indirectly.							
								_						GEG 145	
									who respond						74 (9-02)
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Reporting Owners

	Relationships				
Reporting Owner Name / Address	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	05/23/2013
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) Options will vest as follows: 12,265 05/22/2014; 12,265 05/22/2015; 12,265 05/22/2016 and 12,264 05/22/2017.

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.