

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

240.13d-102  
SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
(S)240.13D-1(b), (c) AND (d) AND AMENDMENTS  
THERE TO FILED PURSUANT TO (S)240.13D-2

(Amendment No. )\*

CD Radio Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

125127100

(CUSIP Number)

September 23, 1998 (see note to Item 2)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)

[X] Rule 13d-1(c)

[ ] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BankAmerica Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a) [ ]  
(b) [ ]

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

NUMBER OF SOLE VOTING POWER

5

SHARES -0-

BENEFICIALLY SHARED VOTING POWER

6

OWNED BY 1,666,000

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER  
WITH 1,666,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,666,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.4%

12 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Robertson Stephens Investment Management Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY 1,666,000

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER  
WITH 1,666,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,666,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.4%

12 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTION BEFORE FILLING OUT!

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-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Robertson, Stephens & Company Investment Management, L.P.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California  
-----

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
-----		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		1,666,000
-----		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
-----		
PERSON	8	SHARED DISPOSITIVE POWER
WITH		1,666,000

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,666,000  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.4%  
-----

12 TYPE OF REPORTING PERSON\*  
IA  
-----

\*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Bayview Holdings, Inc.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
-----		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-0-
-----		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
-----		
PERSON		SHARED DISPOSITIVE POWER

WITH -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 -0-

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

10 [ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 0%

TYPE OF REPORTING PERSON\*

12 HC

\*SEE INSTRUCTION BEFORE FILLING OUT!

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NAME OF REPORTING PERSON  
1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Robertson Stephens Orphan Fund

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a) [ ]  
(b) [ ]

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

NUMBER OF SOLE VOTING POWER  
5 SHARES -0-

BENEFICIALLY SHARED VOTING POWER  
6 OWNED BY 1,056,000

EACH SOLE DISPOSITIVE POWER  
7 REPORTING -0-

PERSON SHARED DISPOSITIVE POWER  
8 WITH 1,056,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 1,056,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

10 [ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 6.6%

TYPE OF REPORTING PERSON\*

12 PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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NAME OF REPORTING PERSON  
1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bayview Investors, Ltd.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California  
-----

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-  
-----

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY -0-  
-----

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----

PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0-  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0%  
-----

12 TYPE OF REPORTING PERSON\*  
PN  
-----

\*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Robertson, Stephens & Company Private Equity Group, L.L.C.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-  
-----

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY -0-  
-----

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----

PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-  
-----

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1 (a) Name of Issuer: CD Radio Inc.

(b) Address of Issuer's Principal Executive Offices: 1001 22nd Street, NW, 6th Floor Washington, DC 20037

Item 2 (a) \*Names of Person Filing: (See Annex I for abbreviations)  
 BAC  
 Robertson Parent  
 Investment Adviser  
 Bayview Holdings  
 Orphan  
 Private Equity Group  
 Bayview

(b) Address of Principal Business Offices: See Annex I

(c) Citizenship: See Annex I

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 125127100

Item 3 If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

(a) [ ] Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o)

(b) [ ] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)

(c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)

(d) [ ] Investment Company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8)

(e) [ ] An investment adviser in accordance with (S)240.13d-1(b)(1)(ii)(E)

(f) [ ] An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F)

(g) [ ] A parent holding company or control person in accordance with (S)240.13d-1(b)(ii)(G)

(h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)

(i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)

(j) [ ] Group, in accordance with (S)240.13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to (S)240.13d-1(c), check this box. [X]

\* The filing parties previously filed a Schedule 13D with respect to this issuer. This Schedule 13G is filed primarily to convert such Schedule 13D into a Schedule 13G.

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Item 4 \*\*Ownership

(a) Amount Beneficially Owned:

BAC	1,666,000
Robertson Parent	1,666,000
Investment Adviser	1,666,000
Bayview Holdings	0
Orphan	1,056,000
Private Equity Group	1,056,000
Bayview	0

(b) Percent of Class:

BAC	10.4%
Robertson Parent	10.4%
Investment Adviser	10.4%
Bayview Holdings	0%
Orphan	6.6%
Private Equity Group	0%
Bayview	0%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

BAC	0
Robertson Parent	0
Investment Adviser	0
Bayview Holdings	0
Orphan	0
Private Equity Group	0
Bayview	0

(ii) shared power to vote or to direct the vote:

BAC	1,666,000
Robertson Parent	1,666,000
Investment Adviser	1,666,000
Bayview Holdings	0
Orphan	1,056,000
Private Equity Group	0
Bayview	0

(iii) sole power to dispose or to direct the disposition of:

BAC	0
Robertson Parent	0
Investment Adviser	0
Bayview Holdings	0
Orphan	0
Private Equity Group	0
Bayview	0

(iv) shared power to dispose or to direct the disposition of:

BAC	1,666,000
Robertson Parent	1,666,000
Investment Adviser	1,666,000
Bayview Holdings	0
Orphan	1,056,000
Private Equity Group	0
Bayview	0

\*\* By virtue of the corporate relationships between Reporting Persons as described in Item 7, BAC (the parent company) may be deemed to possess indirect beneficial ownership of shares beneficially owned directly by its subsidiaries. Similarly, higher tier BAC subsidiaries may be deemed to possess indirect beneficial ownership of shares beneficially owned directly by lower tier BAC subsidiaries. The power to vote and to dispose of shares may be deemed to be shared between entities due to their corporate relation-

ships.

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Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X\*\*\*].

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7 Identification and Classification of the Subsidiaries Which Acquired the Security Being Reported on by the Parent Holding Company.

See Annex I.

Item 8 Identification and Classification of Members of the Group.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable.

Item 10 Certification.

[ ] By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. (13d-1(b)).

[X] By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. (13d-1(c)).

\*\*\* As to Bayview Holdings, Private Equity Group and Bayview only. Due to an internal corporate restructuring by the filing parties, these companies no longer have beneficial ownership of the subject securities.

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SIGNATURE
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After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 30, 1998

BANKAMERICA CORPORATION\*

ROBERTSON STEPHENS INVESTMENT MANAGEMENT CO.\*

ROBERTSON, STEPHENS & COMPANY INVESTMENT MANAGEMENT, L.P.\*

BAYVIEW HOLDINGS, INC.\*



THE ROBERTSON STEPHENS ORPHAN FUND, L.P.\*

ROBERTSON, STEPHENS & COMPANY PRIVATE EQUITY GROUP, L.L.C.\*

BAYVIEW INVESTORS, LTD.\*

\*By: /s/ VENRICE R. PALMER

Venrice R. Palmer  
Senior Counsel of  
Bank of America National Trust and Savings Association  
and Authorized Attorney-in-Fact (signing resolutions and powers of  
attorney are incorporated by reference to Schedule 13G Amendment #2  
relating to Anaren Microwave, Inc.)

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EXHIBIT A

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JOINT FILING AGREEMENT

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The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(f)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: September 30, 1998

BANKAMERICA CORPORATION\*

ROBERTSON STEPHENS INVESTMENT MANAGEMENT CO.\*

ROBERTSON, STEPHENS & COMPANY INVESTMENT MANAGEMENT, L.P.\*

BAYVIEW HOLDINGS, INC.\*

THE ROBERTSON STEPHENS ORPHAN FUND, L.P.\*

ROBERTSON, STEPHENS & COMPANY PRIVATE EQUITY GROUP, L.L.C.\*

BAYVIEW INVESTORS, LTD.\*

\*By: /s/ VENRICE R. PALMER

Venrice R. Palmer  
Senior Counsel of  
Bank of America National Trust and Savings Association  
and Authorized Attorney-in-Fact (signing resolutions and powers of  
attorney are incorporated by reference to Schedule 13G Amendment #2  
relating to Anaren Microwave, Inc.)

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ANNEX I

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This Annex identifies certain entities which may be filing parties of the attached Schedule or which may be referred to in the filing.

Registered Investment Companies

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Each of the following entities is a series of Robertson Stephens Investment

Trust, a Massachusetts business trust. The investment adviser for each of such entities is Robertson, Stephens & Company Investment Management, L.P. Each is an investment company registered under the Investment Company Act of 1940, with principal office and principal place of business at 555 California Street, Suite 2600, San Francisco, CA 94104:

The Contrarian Fund ("Contrarian")  
The Robertson Stephens Developing Countries Fund ("Developing Countries")  
The Robertson Stephens Diversified Growth Fund ("Diversified Growth")  
The Robertson Stephens Emerging Growth Fund ("Emerging Growth")  
The Robertson Stephens Growth & Income Fund ("Growth & Income")  
The Information Age Fund(TM) ("Information Age")  
The Robertson Stephens Global Natural Resources Fund ("Natural Resources")  
The Robertson Stephens Global Value Fund ("Global Value")  
The Robertson Stephens MicroCap Growth Fund ("Micro-Cap Growth")  
The Robertson Stephens Partners Fund ("Partners")  
The Robertson Stephens Value + Growth Fund ("Value + Growth")

Other Entities  
- -----

The principal office and principal place of business of the following entities is 555 California Street, Suite 2600, San Francisco, CA 94104:

- I. (a) BankAmerica Corporation ("BAC") is a Delaware corporation. It wholly owns Robertson Parent.  
(b) registered bank holding company
- II. (a) Bank of America National Trust and Savings Association ("BANTSA") is a national banking association organized under the laws of the United States  
(b) national bank
- III. (a) Bayview Holdings, Inc. ("Bayview Holdings") is a Delaware corporation. Bayview Holdings a wholly owned subsidiary of Robertson Parent. It is managing member of Private Equity Group.  
(b) holding company
- IV. (a) Bayview Investors, Ltd. ("Bayview") is a California limited partnership.  
(b) investments in securities
- V. (a) The Robertson Stephens Orphan Fund, L.P. ("Orphan") is a California limited partnership. Investment Adviser is the general partner.  
(b) investments in securities
- VI. (a) The Robertson Stephens Orphan Offshore Fund, L.P. ("Orphan Offshore") is a Cayman Islands limited partnership. Investment Adviser is the investment adviser.  
(b) investment in securities
- VII. (a) Robertson Stephens Investment Management Co. ("Robertson Parent") is a Delaware corporation. It is wholly owned by BAC. It owns Bayview Holdings.  
(b) holding company

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- VIII. (a) Robertson, Stephens & Company Investment Management, L.P. ("Investment Adviser") is a California limited partnership. It is investment adviser to the Registered Investment Companies and Orphan Offshore and general partner of Orphan and Emerging Growth Partners.  
(b) registered investment advisor
- IX. (a) Robertson, Stephens & Company Private Equity Group, L.L.C. ("Private Equity Group") is a Delaware limited liability company. It is general partner of Bayview and Bayview VI. It is limited partner of Venture IV. Bayview Holdings is managing member of Private Equity Group.

- (b) holding company
- X. (a) Bayview Investors VI, L.P. ("Bayview VI") is a California limited partnership. It is general partner of Emerging Growth Partners, L.P. ("Emerging Growth Partners"). Private Equity Group is its general partner.
  - (b) investments in securities
- XI. (a) Robertson Stephens Emerging Growth Partners, L.P. is a California limited partnership. Bayview VI and Investment Adviser are its general partners.
  - (b) investments in securities
- XII. (a) RS & Co. IV, L.P. ("IV LP") is a Delaware limited partnership. Venture IV is its general partner. Investment Advisor is its investment advisor.
  - (b) investments in securities
- XIII. (a) RS & Co. Venture Partners IV ("Venture IV"), is a Delaware limited partnership. Its general partners are M. Kathleen Behrens and David L. Goldsmith. Its investment adviser is Investment Adviser. It is general partner to IV LP.
  - (b) holding company
- XIV. (a) The Robertson Stephens Black Bear Fund I, L.P. ("Black Bear"), is a California limited partnership. Its general partner and investment adviser is Investment Adviser.
  - (b) investments in securities
- XV. (a) Black Bear Fund II, L.L.C. ("Black Bear II"), is a California limited partnership. Investment Adviser is its investment adviser.
  - (b) investments in securities
- XVI. (a) Black Bear Offshore Fund Limited ("Black Bear Offshore"), is a Cayman Islands limited partnership. Investment Adviser is its investment adviser.
  - (b) investments in securities