

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Amendment No.: 1*

Name of Issuer: Sirius Satellite Radio Inc.

Title of Class of Securities: Common Stock

CUSIP Number: 82966U10-3

*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).

All share information contained in this filing, as it pertains to this issuer, is as of September 30, 2001.

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Janus Capital Corporation
EIN #84-0765359
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - a. _____
 - b. X
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Colorado
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
5. SOLE VOTING POWER
10,440**
 6. SHARED VOTING POWER
-0-
 7. SOLE DISPOSITIVE POWER
10,440**
 8. SHARED DISPOSITIVE POWER
-0-
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,440**
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
N/A
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.02%**
 12. TYPE OF REPORTING PERSON
IA, CO

** See Item 4 of this filing

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Thomas H. Bailey

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
a.
b.

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
10,440**
6. SHARED VOTING POWER
-0-
7. SOLE DISPOSITIVE POWER
10,440**
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,440**
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.02%**

12. TYPE OF REPORTING PERSON
IN
** See Item 4 of this filing

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CUSIP No.: 82966U10-3

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Janus Enterprise Fund
EIN #84-1202943

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
a.
b.

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0**
6. SHARED VOTING POWER
-0-
7. SOLE DISPOSITIVE POWER
0**
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0**
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.0%**

12. TYPE OF REPORTING PERSON
IV

** See Item 4 of this filing

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Item 1.

(a). Name of Issuer: Sirius Satellite Radio Inc. ("Sirius Satellite Radio")

(b). Address of Issuer's Principal Executive Offices:

1221 Avenue of the Americas 36th Floor
New York, NY 10020

Item 2.

(a)-(c). Name, Principal Business Address, and Citizenship of Persons Filing:

(1) Janus Capital Corporation ("Janus Capital")
100 Fillmore Street
Denver, Colorado 80206-4923
Citizenship: Colorado

(2) Thomas H. Bailey ("Mr. Bailey")
100 Fillmore Street
Denver, Colorado 80206-4923
Citizenship: USA

(3) Janus Enterprise Fund
100 Fillmore Street
Denver, Colorado 80206-4923
Citizenship: Massachusetts

(d). Title of Class of Securities: Common Stock

(e). CUSIP Number: 82966U10-3

Item 3.

Janus Capital is an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

Janus Enterprise Fund is an Investment Company registered under Section 8 of the Investment Company Act of 1940.

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Item 4. Ownership

The information in items 1 and 5 through 11 on the cover pages (pp. 2-4) on Schedule 13G is hereby incorporated by reference.

Janus Capital is a registered investment adviser which furnishes investment advice to several investment companies registered under Section 8 of the Investment Company Act of 1940 and individual and institutional clients (collectively referred to herein as "Managed Portfolios"). As a result of its role as investment adviser or sub-adviser to the Managed Portfolios, Janus Capital may be deemed to be the beneficial owner of the shares of Sirius Satellite Radio Common Stock held by such Managed Portfolios. However, Janus Capital does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in the Managed Portfolios and disclaims any ownership associated with such rights.

Mr. Bailey owns approximately 6.2% of Janus Capital. In addition to being a stockholder of Janus Capital, Mr. Bailey serves as President and Chairman of the Board of Janus Capital and is filing this joint statement with Janus Capital as a result of such stock ownership and positions which may be deemed to enable him to exercise control over Janus Capital. Mr. Bailey does not own of record any shares of Sirius Satellite Radio Common Stock and he has not engaged in any transaction in Sirius Satellite Radio Common Stock. However, as a result of his position, Mr. Bailey may be deemed to have the power to exercise or to direct the exercise of such voting and/or dispositive power that Janus Capital may have with respect to Sirius Satellite Radio Common Stock held by the Managed Portfolios. All shares reported herein have been acquired by the Managed Portfolios, and Mr. Bailey specifically disclaims beneficial ownership over any shares of Sirius Satellite Radio Common Stock that he or Janus Capital may be deemed to beneficially own. Furthermore, Mr. Bailey does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in the Managed Portfolios and disclaims any ownership associated with such rights.

Janus Enterprise Fund is an investment company registered under the Investment Company Act of 1940 and is one of the Managed Portfolios to which Janus Capital provides investment advice.

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Heidi J. Walter, Vice President & Assistant General Counsel

JANUS ENTERPRISE FUND

By /s/ Heidi J. Walter

Heidi J. Walter, Vice President & Assistant General Counsel

THOMAS H. BAILEY

By /s/ Heidi J. Walter

Heidi J. Walter

Under Power of Attorney dated 6/5/00

On File with Schedule 13G for

Powertel, Inc. 6/8/00