

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Initial Filing)\*

CD RADIO, INC.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

125127100

-----  
(CUSIP Number)

ROBERT C. GREENWOOD ROBERTSON, STEPHENS & COMPANY  
555 CALIFORNIA STREET, SUITE 2600, SAN FRANCISCO, CA 94104  
(415) 781-9700

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

APRIL 2, 1997

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with this statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class. (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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).

Cusip No. 125127100

-----  
SCHEDULE 13D

-----  
CUSIP NO. 125127100

(1) NAMES OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The Robertson Stephens Orphan Fund  
Tax I.D. 94-3108651

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /

(b) /X/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*

WC

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

//

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (7) SOLE VOTING POWER 0

(8) SHARED VOTING POWER 1,072,200

(9) SOLE DISPOSITIVE POWER 0

(10) SHARED DISPOSITIVE POWER 1,072,200

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,072,200

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

//

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.4%

(14) TYPE OF REPORTING PERSON\* IV

\*SEE INSTRUCTION BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

Cusip No. 125127100

SCHEDULE 13D

CUSIP NO. 125127100

(1) NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Bayview Investors, LTD. Tax I.D. 94-3108651

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) //

(b) /X/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*

WC

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

//

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH (7) SOLE VOTING POWER 0

(8) SHARED VOTING POWER 1,072,200 (includes shares held of record by the Robertson Stephens Orphan Fund of which

Robertson, Stephens & Co. Investment Management, L.P. and Bayview Investors, Ltd. are the General Partners. See Item 5.)

REPORTING PERSON WITH

- (9) SOLE DISPOSITIVE POWER  
0
- (10) SHARED DISPOSITIVE POWER  
1,072,200

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,072,200

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.4%

(14) TYPE OF REPORTING PERSON\*  
IV

Cusip No. 125127100

SCHEDULE 13D

CUSIP NO. 125127100

(1) NAMES OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The Robertson Stephens Orphan Offshore Fund  
Tax I.D.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /

(b) /X/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*

WC

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF (7) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED 214,600  
BY EACH

REPORTING (9) SOLE DISPOSITIVE POWER  
PERSON WITH 0

(10) SHARED DISPOSITIVE POWER  
214,600

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
214,600

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.1%

(14) TYPE OF REPORTING PERSON\*  
IV

ATTESTATION

Cusip No. 125127100

SCHEDULE 13D

CUSIP NO. 125127100

(1) NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
The Robertson Stephens Global Low-Priced Stock Fund
Tax I.D.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) /X/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*

WC

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (7) SOLE VOTING POWER
SHARES 0

BENEFICIALLY OWNED (8) SHARED VOTING POWER
BY EACH 72,400
REPORTING PERSON WITH

(9) SOLE DISPOSITIVE POWER
0

(10) SHARED DISPOSITIVE POWER
72,400

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
72,400

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.7%

(14) TYPE OF REPORTING PERSON\*
IV

\*SEE INSTRUCTION BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE,
RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE
ATTESTATION

Cusip No. 125127100

SCHEDULE 13D

CUSIP NO. 125127100

(1) NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
Robertson, Stephens & Company Investment Management L.P.
Tax I.D. 94-3181687

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) /X/

(3) SEC USE ONLY

-----  
(4) SOURCE OF FUNDS\*

OO (Working Capital of Purchasing Funds) See Item 2.  
-----

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e) / /

-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH

(7) SOLE VOTING POWER  
0

(8) SHARED VOTING POWER  
1,359,200 includes shares held of record by  
The Robertson Stephens Orphan Fund of which  
Robertson, Stephens & Co. Investment  
Management, L.P. and Bayview Investors, Ltd.  
are the General Partners. Includes shares  
held of record by The Robertson Stephens  
Orphan Offshore Fund of which Robertson,  
Stephens & Co. Investment Management, L.P. is  
the General Partner. Included shares held of  
record by the Robertson Stephens Global  
Low-Priced Stock Fund of which Robertson  
Stephens & Co Investment Management L.P. is  
investment adviser. See Item 5.)

REPORTING  
PERSON WITH

(9) SOLE DISPOSITIVE POWER  
0

(10) SHARED DISPOSITIVE POWER  
1,359,200

-----  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,359,200

-----  
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

-----  
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2%

-----  
(14) TYPE OF REPORTING PERSON\*  
CO  
-----  
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Cusip No. 125127100  
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SCHEDULE 13D  
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CUSIP NO. 125127100  
-----

(1) NAMES OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Robertson, Stephens & Company, Incorporated  
Tax I.D. 94-3172874 See Exhibit A for a list of Executive Officers  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /

(b) /X/

-----  
(3) SEC USE ONLY  
-----

-----  
(4) SOURCE OF FUNDS\*

OO (Working Capital of Purchasing Funds) See Item 2.  
-----

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

-----

NUMBER OF (7) SOLE VOTING POWER  
 SHARES 0

BENEFICIALLY OWNED BY EACH (8) SHARED VOTING POWER  
 1,359,200 includes shares held of record by  
 The Robertson Stephens Orphan Fund of which  
 Robertson, Stephens & Co. Investment  
 Management, L.P. and Bayview Investors, Ltd.  
 are the General Partners. Includes shares  
 held of record by The Robertson Stephens  
 Orphan Offshore Fund of which Robertson,  
 Stephens & Co. Investment Management, L.P. is  
 the General Partner. Included shares held of  
 record by the Robertson Stephens Global  
 Low-Priced Stock Fund of which Robertson  
 Stephens & Co Investment Management L.P. is  
 investment adviser. See Item 5.)

REPORTING PERSON WITH (9) SOLE DISPOSITIVE POWER  
 0

(10) SHARED DISPOSITIVE POWER  
 1,359,200

-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,359,200

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 13.2%

(14) TYPE OF REPORTING PERSON\*  
 CO

Cusip No. 125127100

-----

SCHEDULE 13D

CUSIP NO. 125127100

(1) NAMES OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Paul Stephens  
 Tax I.D. ###-##-####

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /  
 (b) /X/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
 WC & PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

-----

NUMBER OF (7) SOLE VOTING POWER  
 SHARES 96,880

BENEFICIALLY OWNED BY EACH (8) SHARED VOTING POWER  
 1,359,200 includes shares held of record by  
 The Robertson Stephens Orphan Fund of which  
 Robertson, Stephens & Co. Investment  
 Management, L.P. and Bayview Investors, Ltd.  
 are the General Partners. Includes shares

held of record by The Robertson Stephens Orphan Offshore Fund of which Robertson, Stephens & Co. Investment Management, L.P. is the General Partner. Included shares held of record by the Robertson Stephens Global Low-Priced Stock Fund of which Robertson Stephens & Co Investment Management L.P. is investment adviser. See Item 5.)

REPORTING  
PERSON WITH

-----  
(9) SOLE DISPOSITIVE POWER  
96,880  
-----

(10) SHARED DISPOSITIVE POWER  
1,359,320  
-----

-----  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,456,080  
-----

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

-----  
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
14.1%  
-----

(14) TYPE OF REPORTING PERSON\*  
IN  
-----  
-----

Cusip No. 125127100  
-----  
-----

SCHEDULE 13D  
-----

CUSIP NO. 125127100  
-----

(1) NAMES OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Sanford Robertson  
Tax I.D. ###-##-####  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /

(b) /X/  
-----

(3) SEC USE ONLY  
-----

(4) SOURCE OF FUNDS\*  
-----

OO (Working Capital of Purchasing Funds) See Item 2.  
-----

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)  
-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
-----

CALIFORNIA  
-----

NUMBER OF (7) SOLE VOTING POWER  
SHARES 11,620  
-----

BENEFICIALLY  
OWNED  
BY EACH

(8) SHARED VOTING POWER  
1,359,200 includes shares held of record by  
The Robertson Stephens Orphan Fund of which  
Robertson, Stephens & Co. Investment  
Management, L.P. and Bayview Investors, Ltd.  
are the General Partners. Includes shares  
held of record by The Robertson Stephens  
Orphan Offshore Fund of which Robertson,  
Stephens & Co. Investment Management, L.P. is  
the General Partner. Included shares held of  
record by the Robertson Stephens Global  
Low-Priced Stock Fund of which Robertson  
Stephens & Co Investment Management L.P. is  
investment adviser. See Item 5.)  
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REPORTING  
PERSON WITH

-----  
(9) SOLE DISPOSITIVE POWER  
11,620  
-----

-----  
(10) SHARED DISPOSITIVE POWER  
1,359,200  
-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,370,820  
-----

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.3%

(14) TYPE OF REPORTING PERSON\*  
IN  
-----

Cusip No. 125127100  
-----

SCHEDULE 13D  
-----

CUSIP NO. 125127100  
-----

(1) NAMES OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Michael G. McCaffery  
Tax I.D. ###-##-####  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /  
(b) /X/

(3) SEC USE ONLY  
-----

(4) SOURCE OF FUNDS\*

OO (Working Capital of Purchasing Funds) See Item 2.  
-----

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
-----

NUMBER OF (7) SOLE VOTING POWER  
SHARES

BENEFICIALLY  
OWNED  
BY EACH

-----  
(8) SHARED VOTING POWER  
1,359,200 includes shares held of record by  
The Robertson Stephens Orphan Fund of which  
Robertson, Stephens & Co. Investment  
Management, L.P. and Bayview Investors, Ltd.  
are the General Partners. Includes shares  
held of record by The Robertson Stephens  
Orphan Offshore Fund of which Robertson,  
Stephens & Co. Investment Management, L.P. is  
the General Partner. Included shares held of  
record by the Robertson Stephens Global  
Low-Priced Stock Fund of which Robertson  
Stephens & Co Investment Management L.P. is  
investment adviser. See Item 5.)  
-----

REPORTING  
PERSON WITH

(9) SOLE DISPOSITIVE POWER  
-----

(10) SHARED DISPOSITIVE POWER  
1,359,200  
-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,359,200  
-----

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2%



(14) TYPE OF REPORTING PERSON\*  
IN

Cusip No. 125127100

SCHEDULE 13D

CUSIP NO. 125127100

(1) NAMES OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

G. Randy Hecht  
Tax I.D. ###-##-####

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /

(b) /X/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*

OO (Working Capital of Purchasing Funds) See Item 2.

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF (7) SOLE VOTING POWER  
SHARES

BENEFICIALLY  
OWNED  
BY EACH

(8) SHARED VOTING POWER  
1,359,200 includes shares held of record by  
The Robertson Stephens Orphan Fund of which  
Robertson, Stephens & Co. Investment  
Management, L.P. and Bayview Investors, Ltd.  
are the General Partners. Includes shares  
held of record by The Robertson Stephens  
Orphan Offshore Fund of which Robertson,  
Stephens & Co. Investment Management, L.P. is  
the General Partner. Included shares held of  
record by the Robertson Stephens Global  
Low-Priced Stock Fund of which Robertson  
Stephens & Co Investment Management L.P. is  
investment adviser. See Item 5.)

REPORTING  
PERSON WITH

(9) SOLE DISPOSITIVE POWER

(10) SHARED DISPOSITIVE POWER  
1,359,200

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,359,200

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2%

(14) TYPE OF REPORTING PERSON\*  
IN

Cusip No. 125127100

SCHEDULE 13D

-----  
CUSIP NO. 125127100  
-----

(1) NAMES OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Kennith R. Fitzsimmons  
Tax I.D. ###-##-####

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /

(b) /X/

-----  
(3) SEC USE ONLY

-----  
(4) SOURCE OF FUNDS\*

OO  
(Working Capital of Purchasing Funds) See Item 2.

-----  
(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

-----  
NUMBER OF (7) SOLE VOTING POWER  
SHARES

BENEFICIALLY

OWNED

BY EACH

-----  
(8) SHARED VOTING POWER

1,359,200 includes shares held of record by  
The Robertson Stephens Orphan Fund of which  
Robertson, Stephens & Co. Investment  
Management, L.P. and Bayview Investors, Ltd.  
are the General Partners. Includes shares  
held of record by The Robertson Stephens  
Orphan Offshore Fund of which Robertson,  
Stephens & Co. Investment Management, L.P. is  
the General Partner. Included shares held of  
record by the Robertson Stephens Global  
Low-Priced Stock Fund of which Robertson  
Stephens & Co Investment Management L.P. is  
investment adviser. See Item 5.)

REPORTING  
PERSON WITH

-----  
(9) SOLE DISPOSITIVE POWER

-----  
(10) SHARED DISPOSITIVE POWER  
1,359,200

-----  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,359,200

-----  
(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

-----  
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2%

-----  
(14) TYPE OF REPORTING PERSON\*  
IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE,

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D is filed with respect to the Common Stock of CD  
Radio Inc. (The "Company").

ITEM 2: IDENTITY AND BACKGROUND.

The Schedule 13D is filed on behalf of The Robertson Stephens Orphan  
Fund, Robertson, Stephens & Company Investment Management, L.P. ("RS&Co., L.P."),  
Bayview Investors, Ltd. ("Bayview"), The Robertson Stephens Orphan Offshore  
Fund, Robertson, Stephens & Company, Inc. ("RS&Co., Inc."), The Robertson  
Stephens Global Low-Priced Stock Fund and RS&Co., Inc.'s five shareholders,  
Messrs. Sanford R. Robertson, Paul H. Stephens, Michael G. McCaffery, G. Randy  
Hecht, and Kenneth R. Fitzsimmons. The purchase of the Company's shares giving

rise to this 13D was made by three investment funds, The Robertson Stephens Orphan Fund, The Robertson Stephens Orphan Offshore Fund and the Robertson Stephens Global Low-Priced Stock Fund.

This Schedule 13D relates to the direct beneficial ownership in the shares of the Company by the Funds, and the indirect beneficial ownership of RS&Co., L.P., Bayview, and RS&Co., Inc. in the shares of the Company held by the Funds. Messrs. Robertson, Stephens, McCaffery, Hecht and Fitzsimmons disclaim any beneficial ownership with respect to shares of the Company that RS&Co., Inc. may be deemed to be beneficially own, are included in this Schedule 13D for protective disclosure purposes only, and shall not be deemed by their inclusion in this Schedule 13D to have made any admission that any such person has any beneficial interest in such shares.

Set forth below is the following information with respect to the persons signing this Schedule 13D: name; place of organization; address of principal business and office; principal business; information concerning criminal convictions during the past five years; and information concerning civil or administrative proceedings during the past five years with respect to any state or federal securities laws.

- I. (a) The Robertson Stephens Orphan Fund, L.P., is a California limited partnership. Robertson Stephens & Co. Investment Management L.P. and Bayview Investors LTD. are the General Partners.
- (b) 555 California Street, Suite 2600  
San Francisco, CA 94104
- (c) Limited Partnership
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.
- II (a) The Robertson Stephens Orphan Offshore Fund is a Cayman Islands limited partnership. Robertson, Stephens & Co Investment Management L.P. is the General Partner.
- (b) 555 California Street, Suite 2600  
San Francisco, CA 94104
- (c) Limited Partnership
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.
- III.(a) Robertson Stephens Global Low-Priced Stock Fund, A Massachusetts Business Trust. The Registered Investment Manager of The Robertson Stephens Global Low-Priced Stock Fund is: Robertson, Stephens & Co. Investment Management, L.P. The General Partner of Robertson, Stephens & Co. Investment Management, L.P. is Robertson, Stephens & Company, Incorporated.
- (b) 555 California Street, Suite 2600  
San Francisco, CA 94104
- (c) Limited Partnership
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.
- IV. (a) Bayview Investors LTD., is a California limited partnership.
- (b) 555 California Street, Suite 2600  
San Francisco, CA 94104
- (c) Limited Partnership
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.
- V. (a) Robertson, Stephens & Company, Incorporated, is a California Corporation. Robertson, Stephens & Company, Incorporated is the General Partner of Robertson, Stephens & Company Investment Management, L.P.
- (b) 555 California Street, Suite 2600

San Francisco, CA 94104

- (c) Corporation, Investment Banking.
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.

VI. (a) Paul H. Stephens.

- (b) 555 California Street, Suite 2600

San Francisco, CA 94104

- (c) Paul H. Stephens is Managing Director and Chief Investment Officer, and a shareholder, of Robertson, Stephens & Company, Incorporated.
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.

VII. (a) Sanford R. Robertson.

- (b) 555 California Street, Suite 2600  
San Francisco, CA 94104
- (c) Sanford R. Robertson is the Chairman of and a shareholder of Robertson, Stephens & Company, Incorporated.
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.

VIII. (a) Michael G. McCaffery.

- (b) 555 California Street, Suite 2600  
San Francisco, CA 94104
- (c) Michael G. McCaffery is the President and Chief Executive Officer, and a shareholder, of Robertson, Stephens & Company, Incorporated.
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.

- (b) 555 California Street, Suite 2600  
San Francisco, CA 94104

- (c) Limited Partnership
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.

IX (a) G. Randy Hecht.

- (b) 555 California Street, Suite 2600  
San Francisco, CA 94104
- (c) G. Randy Hecht is the Executive Vice President, Chief Operating Officer, and shareholder of Robertson, Stephens & Company, Incorporated.

- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.

X. (a) Kenneth R. Fitzsimmons.

- (b) 555 California Street, Suite 2600  
San Francisco, CA 94104
- (c) Kenneth R. Fitzsimmons is the Managing Director, Director of Capital Markets, and shareholder of Robertson, Stephens & Company, Incorporated.
- (d) No convictions in criminal proceedings.
- (e) No civil or administrative proceedings.

ITEM 3: SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION:

The securities with respect to which this Schedule 13D is filed were purchased by the Funds using working capital contributed by their respective partners and shareholders.

ITEM 4: PURPOSE OF TRANSACTION:

The securities with respect to which this Schedule 13D is filed were purchased by the Funds in the ordinary course of investment and not with the intention nor effect of changing or influencing control of the Issuer. The reporting persons may sell all or part or acquire additional securities of the Issuer depending on market conditions and other economic factors.

ITEM 5: INTEREST IN SECURITIES OF THE ISSUER.

(a) (b) The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Schedule 13D that are beneficially owned by the persons listed in Item 2 are as follows:

<TABLE>

<CAPTION>

Name of Beneficial Owner	No. of Shares Beneficially Owned	Percentage of Class (1)
<S>	<C>	<C>
The Robertson Stephens Orphan Fund	1,072,200 (2)	10.4%
The Robertson Stephens Orphan Offshore Fund	214,600 (3)	2.1%
The Robertson Stephens Global Low-Priced Stock Fund	72,400 (4)	.7%
Robertson Stephens & Co Investment Mngmnt L.P.	1,359,200 (5)	13.2%
Bayview Investors LTD	1,072,200 (6)	10.4%
Robertson Stephens & Co. Incorporated	1,359,200 (7)	13.2%
Paul H. Stephens	1,456,080 (8)	14.1%
Sanford R. Robertson	1,370,820 (9)	13.3%
Michael G. McCaffery	1,359,200 (10)	13.2%
G. Randy Hecht	1,359,200 (11)	13.2%
Kenneth R. Fitzsimmons	1,359,200 (12)	13.2%

</TABLE>

- (1) All percentages in this table are based, pursuant to Rule 13D-1(e) of the Securities Exchange Act of 1934, as amended, on 10,300,000 shares of Common Stock of the Issuer outstanding as of March 12, 1997.
- (2) The Robertson Stephens Orphan Fund is a California limited partnership.
- (3) The Orphan Offshore Fund is a Cayman Islands limited partnership.
- (4) The Robertson Stephens Global Low-Priced Stock Fund is a registered investment company. Robertson, Stephens & Co. Investment Management L.P. is the registered investment manager for the Global Low-Priced Stock Fund. RS&Co., Inc. is the General Partner of Robertson Stephens & Co. Investment Management L.P.
- (5) Robertson, Stephens & Co. Investment Management L.P., a California Limited Partnership, as General Partner of The Robertson Stephens Orphan Fund and the Orphan Offshore Fund, and is deemed to have shared dispositive power over 1,359,200 shares of the Company.
- (6) Bayview Investors, Ltd. is a California Limited Partnership, and as General Partner of The Robertson Stephens Orphan Fund and is deemed to have shared dispositive power over 1,072,200 shares of the Company.
- (7) Robertson, Stephens & Company, Inc., a California Corporation, is the General Partner of Robertson, Stephens & Company Investment Management L.P., and as such is deemed to have shared dispositive power over 1,359,200 shares of the Company.
- (8) Paul H. Stephens is the Chief Investment Officer of RS&Co., Inc. and as such may be deemed to have shared voting power over 1,359,200 shares of the Company held by the Funds as well as sole voting power over 96,880 shares held personally. He is also a shareholder of Robertson, Stephens & Company Inc.
- (9) Sanford R. Robertson is Chairman and a shareholder of Robertson, Stephens & Company Inc. and as such may be deemed to have shared voting power over 1,359,200 shares of the Company held by the Funds as well as sole voting power over 11,620 shares held personally.
- (10) Michael G. McCaffery is President and Chief Executive Officer and a shareholder of Robertson, Stephens & Company Inc. and as such may be deemed to have shared voting power over 1,359,200 shares of the Company held by the Funds.

- (11) G. Randy Hecht is Executive Vice President, Chief Operating Officer and a shareholder of Robertson, Stephens & Company Inc. and as such may be deemed to have shared voting power over 1,359,200 shares of the Company held by the Funds.
- (12) Kenneth R. Fitzsimmons is the Managing Director, Director of Capital Markets and a shareholder of Robertson, Stephens & Company Inc. and as such may be deemed to have shared voting power over 1,359,200 shares of the Company held by the Funds.

(c) The following is a list of transactions by the filing parties in the last 60 days.

Entity -----	Date -----	Shares -----	Price -----	Transaction -----
Orphan Offshore	3/31/97	11,400	8.19	open mkt purchase
Global Low-Priced Stock Fund	3/31/97	11,400	8.19	open mkt purchase
Orphan Offshore	4/2/97	3,200	12.59	open mkt purchase
Orphan Offshore	4/2/97	70,000	13.27	open mkt purchase
Orphan Offshore	4/3/97	17,500	12.13	open mkt purchase
Orphan Offshore	4/3/97	7,500	11.50	open mkt purchase
Orphan Offshore	4/4/97	11,500	11.40	open mkt. purchase
Orphan Offshore	4/4/97	12,500	11.50	open mkt purchase
Orphan Offshore	4/4/97	7,500	11.54	open mkt purchase
Orphan Offshore	4/8/97	3,600	11.23	open mkt purchase
Orphan Offshore	4/9/97	2,500	11.31	open mkt purchase
Orphan Offshore	4/9/97	4,900	11.39	open mkt purchase
Orphan Offshore	4/9/97	3,400	11.21	open mkt purchase
Orphan Fund	4/2/97	15,300	12.59	open mkt purchase
Orphan Fund	4/2/97	330,000	13.27	open mkt purchase
Orphan Fund	4/3/97	85,100	12.13	open mkt purchase
Orphan Fund	4/3/97	17,500	11.50	open mkt purchase
Orphan Fund	4/6/97	11,500	11.40	open mkt purchase
Orphan Fund	4/6/97	12,500	11.50	open mkt purchase
Orphan Fund	4/6/97	7,500	11.54	open mkt purchase
Orphan Fund	4/7/97	50,000	11.78	open mkt purchase
Orphan Fund	4/7/97	4,000	11.69	open mkt purchase
Orphan Fund	4/7/97	7,000	11.77	open mkt purchase
Orphan Fund	4/8/97	17,000	11.23	open mkt purchase
Orphan Fund	4/9/97	17,500	11.31	open mkt purchase
Orphan Fund	4/9/97	35,100	11.39	open mkt purchase
Orphan Fund	4/9/97	24,300	11.21	open mkt purchase
Orphan Fund	4/10/97	15,200	12.24	open mkt purchase
Orphan Offshore	4/10/97	2,300	12.24	open mkt purchase
Orphan Fund	4/10/97	1,700	12.50	open mkt purchase
Orphan Offshore	4/10/97	300	12.50	open mkt purchase
Orphan Fund	4/10/97	95,700	12.34	open mkt purchase
Orphan Offshore	4/10/97	14,300	12.34	open mkt purchase

Please refer to Item 5.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

The following exhibits are filed herewith:

Exhibit A - Agreement of Joint Filing

ITEM 8. SIGNATURE PAGE.

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: April 10, 1997

THE ROBERTSON STEPHENS ORPHAN FUND, A CALIFORNIA LIMITED PARTNERSHIP.

By Robertson, Stephens & Company, L.P.

By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens\*

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Paul H. Stephens

Managing Director and Chief Investment Officer

THE ROBERTSON STEPHENS GLOBAL LOW-PRICED STOCK FUND, A REGISTERED INVESTMENT COMPANY

By Robertson, Stephens & Company, L.P.

By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens\*

-----

Paul H. Stephens

Managing Director and Chief Investment Officer

BAYVIEW INVESTORS, LTD., A CALIFORNIA LIMITED PARTNERSHIP.

By Robertson, Stephens & Company, L.P.

By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens\*

-----

Paul H. Stephens

Managing Director and Chief Investment Officer

ROBERTSON, STEPHENS & COMPANY, L.P., A CALIFORNIA LIMITED PARTNERSHIP.

By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens\*

-----

Paul H. Stephens

Managing Director and Chief Investment Officer

ROBERTSON, STEPHENS & COMPANY, INCORPORATED

By: Paul H. Stephens\*

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Paul H. Stephens

Managing Director and Chief Investment Officer

Paul H. Stephens\*

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Paul H. Stephens

Sanford R. Robertson\*

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Sanford R. Robertson

Michael G. McCaffery\*

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Michael G. McCaffery

G. Randy Hecht\*

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G. Randy Hecht

Kenneth R. Fitzsimmons\*

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Kenneth R. Fitzsimmons

\*By:

-----  
Robert C. Greenwood  
Pursuant to Power of Attorney  
Previously Filed

EXHIBIT A

AGREEMENT OF JOINT FILING

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1(f) (1) of the Act of the Statement dated January 31, 1997 containing the information required by Schedule 13D, for the Common Stock of CD Radio, Inc. held by The Robertson Stephens Orphan Fund, Bayview Investors, Ltd., Robertson, Stephens & Company, Investment Management L.P., and Robertson, Stephens & Company, Incorporated.

Dated: April 10, 1997

THE ROBERTSON STEPHENS ORPHAN FUND, A CALIFORNIA LIMITED PARTNERSHIP.

By Robertson, Stephens & Company, L.P.  
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens\*  
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Paul H. Stephens  
Managing Director and Chief Investment Officer

THE ROBERTSON STEPHENS ORPHAN OFFSHORE FUND, A CAYMAN ISLANDS LIMITED PARTNERSHIP.

By Robertson, Stephens & Company, L.P.  
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens\*  
-----  
Paul H. Stephens  
Managing Director and Chief Investment Officer

BAYVIEW INVESTORS, LTD., A CALIFORNIA LIMITED PARTNERSHIP.

By Robertson, Stephens & Company, L.P.  
By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens\*  
-----  
Paul H. Stephens  
Managing Director and Chief Investment Officer

ROBERTSON, STEPHENS & COMPANY INVESTMENT MANAGEMENT, L.P., A CALIFORNIA LIMITED PARTNERSHIP.

By Robertson, Stephens & Company, Incorporated

By: Paul H. Stephens\*  
-----  
Paul H. Stephens  
Managing Director and Chief Investment Officer

ROBERTSON, STEPHENS & COMPANY, INCORPORATED

By: Paul H. Stephens\*  
-----  
Paul H. Stephens  
Managing Director and Chief Investment Officer

Paul H. Stephens\*  
-----  
Paul H. Stephens

Sanford R. Robertson\*  
-----  
Sanford R. Robertson

Michael G. McCaffery\*  
-----  
Michael G. McCaffery



G. Randy Hecht\*

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G. Randy Hecht

Kenneth R. Fitzsimmons\*

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Kenneth R. Fitzsimmons

\*By

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Robert C. Greenwood  
Pursuant to Power of Attorney  
Previously Filed