

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 THERETO FILED PURSUANT
TO (S)240.13D-2

(Amendment No. 1)*

CD Radio Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

125127100

(CUSIP Number)

December 31, 1998

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)

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).

CUSIP NO. 125127100 13G

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

SOLE VOTING POWER

5

NUMBER OF -0-

SHARES

SHARED VOTING POWER

BENEFICIALLY 6 1,054,000

OWNED BY

EACH SOLE DISPOSITIVE POWER

7

REPORTING -0-

PERSON

SHARED DISPOSITIVE POWER

WITH 8 1,054,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 1,054,000

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 6.57%

TYPE OF REPORTING PERSON*

12 HC

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 2

CUSIP NO. 125127100 13G

NAME OF REPORTING PERSON

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

Robertson Stephens Investment Management Co.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 California

SOLE VOTING POWER

5

NUMBER OF -0-
SHARES -----
BENEFICIALLY 6 SHARED VOTING POWER
1,054,000
OWNED BY -----
EACH 7 SOLE DISPOSITIVE POWER
REPORTING -0-
PERSON -----
WITH 8 SHARED DISPOSITIVE POWER
1,054,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9 1,054,000

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11 6.57%

TYPE OF REPORTING PERSON*
12 HC

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 3

CUSIP NO. 125127100 13G

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

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

SEC USE ONLY
3

CITIZENSHIP OR PLACE OF ORGANIZATION
4 California

5 SOLE VOTING POWER
NUMBER OF -0-
SHARES -----
BENEFICIALLY 6 SHARED VOTING POWER
1,054,000
OWNED BY -----
EACH 7 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON -----

 WITH 8 SHARED DISPOSITIVE POWER 1,054,000

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,054,000

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

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 6.57%

 12 TYPE OF REPORTING PERSON*
 IA

*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1 (a) Name of Issuer: CD Radio Inc.
 (b) Address of Issuer's 1001 22nd Street, NW, 6th
 Floor Principal Executive Washington, DC 20037
 Offices:

Item 2 (a) *Names of Person Filing: (See Annex I for
 abbreviations)
 BAC
 Robertson Parent
 Investment Adviser

(b) Address of Principal
 Business Offices: See Annex I
 (c) Citizenship: See Annex I
 (d) Title of Class of Common Stock
 Securities:
 (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.

Item 4 **Ownership

(a) Amount Beneficially Owned:

| | |
|--------------------|-----------|
| BAC | 1,054,000 |
| Robertson Parent | 1,054,000 |
| Investment Adviser | 1,054,000 |

(b) Percent of Class:

| | |
|--------------------|-------|
| BAC | 6.57% |
| Robertson Parent | 6.57% |
| Investment Adviser | 6.57% |

** 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 relationships.

- (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 |

| | | | |
|-----------|-------|--|-----------|
| | (ii) | shared power to vote or to direct the vote: | |
| | | BAC | 1,054,000 |
| 1,054,000 | | Robertson Parent | |
| | | Investment Adviser | 1,054,000 |
| | (iii) | sole power to dispose or to direct the disposition of: | |
| | | BAC | |
| 0 | | Robertson Parent | |
| 0 | | Investment Adviser | 0 |
| | (iv) | shared power to dispose or to direct the disposition of: | |
| | | BAC | 1,054,000 |
| 1,054,000 | | Robertson Parent | |
| | | Investment Adviser | 1,054,000 |

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 [].

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

Not Applicable.

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

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Item 8 Identification and Classification of Members of the Group.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable.

Item 10 Certification.

[x] 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)).

[_] 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)).

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: February 5, 1999

BANKAMERICA CORPORATION*

ROBERTSON STEPHENS INVESTMENT MANAGEMENT CO.*

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

*By: /s/ SATISH PATTEGAR

Satish Pattegar
Senior Vice President
Corporate Compliance
Wealth Management Systems

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EXHIBIT A

JOINT FILING AGREEMENT

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: February 5, 1999

BANKAMERICA CORPORATION*

ROBERTSON STEPHENS INVESTMENT MANAGEMENT CO.*

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

*By: /s/ SATISH PATTEGAR

Satish Pattegar
Senior Vice President
Corporate Compliance
Wealth Management Systems

Annex I

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

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

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

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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

