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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 23, 1999

CD RADIO INC.

(Exact Name of Registrant as Specified in Charter)

<TABLE>

<S>	DELAWARE (State or other Jurisdiction of Incorporation)	<C> 0-24710 (Commission File Number)	<C> 52-1700207 (I.R.S. Employer Identification No.)
1221 AVENUE OF THE AMERICAS, 36TH FL., NEW YORK, NY (Address of Principal Executive Offices)			10020 (Zip Code)

</TABLE>

Registrant's telephone number, including area code: (212) 584-5100

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ITEM 5. OTHER EVENTS.

In accordance with Section 305(b) of the Trust Indenture Act of 1939 and the rules under this act, the Registrant is filing herewith the Statement of Eligibility and Qualification on Form T-1 of the U.S. Trust Company of Texas, N.A. to act as trustee under the Indenture, dated as of September 29, 1999, between the U.S. Trust Company of Texas, N.A. and the Registrant, which is expected to be supplemented by the First Supplemental Indenture, dated as of September 29, 1999 (as supplemented, the 'Indenture'). The Indenture relates to the Registrant's 8 3/4% Convertible Subordinated Notes due 2009, which have been registered under the Securities Act of 1933 on the Registrant's Shelf Registration Statement on Form S-3 (Registration No. 333-86003).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CD RADIO INC.

By: /s/ Patrick L. Donnelly

Patrick L. Donnelly
Senior Vice President, General Counsel
and Secretary

Dated: September 24, 1999

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EXHIBIT INDEX

Pursuant to Item 601 of Regulation S-K

<TABLE>
<CAPTION>

Exhibit No. -----	Description of Exhibit -----
<S> 25.01	<C> Form T-1 Statement of Eligibility of Trustee, relating to Registration Statement No. 333-86003 as supplemented for the Registrant's offering of its 8 3/4% Convertible Subordinated Notes due 2009 (filed herewith)

</TABLE>

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STATEMENT OF DIFFERENCES

The section symbol shall be expressed as.....'SS'

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY AND QUALIFICATION UNDER THE TRUST
INDENTURE ACT OF 1939 OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A
TRUSTEE PURSUANT TO SECTION 305(b) (2)

U.S. TRUST COMPANY OF TEXAS, N.A.
(Exact name of trustee as specified in its charter)

<TABLE>	<C>
<S>	75-2353745
(State of incorporation if not a national bank)	(I.R.S. employer identification No.)
2001 Ross Ave, Suite 2700	75201
Dallas, Texas	(Zip Code)
(Address of trustee's principal executive offices)	
</TABLE>	

Compliance Officer
U.S. Trust Company of Texas, N.A.
2001 Ross Ave, Suite 2700
Dallas, Texas 75201
(214) 754-1200
(Name, address and telephone number of agent for service)

CD RADIO, INC.
(Exact name of OBLIGOR as specified in its charter)

<TABLE>	<C>
<S>	52-1700207
Delaware	(I. R. S. Employer Identification No.)
(State or other jurisdiction of incorporation or organization)	
1221 Avenue of the Americas, 36th Fl.	10020
New York, NY	(Zip code)
(Address of principal executive offices)	
</TABLE>	

% Convertible Subordinated Notes due 2009
(Title of the indenture securities)

GENERAL

1. General Information.

Furnish the following information as to the Trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Federal Reserve Bank of Dallas (11th District), Dallas, Texas

(Board of Governors of the Federal Reserve System)
Federal Deposit Insurance Corporation, Dallas, Texas
The Office of the Comptroller of the Currency, Dallas, Texas

(b) Whether it is authorized to exercise corporate trust powers.

The Trustee is authorized to exercise corporate trust powers.

2. Affiliations with Obligor and Underwriters.

If the obligor or any underwriter for the obligor is an affiliate of the Trustee, describe each such affiliation.

None.

3. Voting Securities of the Trustee.

Furnish the following information as to each class of voting securities of the Trustee:

As of September 21, 1999

Col A.	Col B.
Title of Class	Amount Outstanding
Capital Stock - par value \$100 per share	5,000 shares

4. Trusteeships under Other Indentures.

Not Applicable

5. Interlocking Directorates and Similar Relationships with the Obligor or Underwriters.

Not Applicable

6. Voting Securities of the Trustee Owned by the Obligor or its Officials.

Not Applicable

7. Voting Securities of the Trustee Owned by Underwriters or their Officials.

Not Applicable

8. Securities of the Obligor Owned or Held by the Trustee.

Not Applicable

9. Securities of Underwriters Owned or Held by the Trustee.

Not Applicable

10. Ownership or Holdings by the Trustee of Voting Securities of Certain Affiliates or Security Holders of the Obligor.

Not Applicable

11. Ownership or Holdings by the Trustee of any Securities of a Person Owning 50 Percent or More of the Voting Securities of the Obligor.

Not Applicable

12. Indebtedness of the Obligor to the Trustee.

Not Applicable

13. Defaults by the Obligor.

Not Applicable

14. Affiliations with the Underwriters.

Not Applicable

15. Foreign Trustee.

Not Applicable

16. List of Exhibits.

T-1.1 - A copy of the Articles of Association of U.S. Trust Company of Texas, N.A.; incorporated herein by reference to Exhibit T-1.1 filed with Form T-1 Statement, Registration No. 22-21897.

16. (con't.)

T-1.2 - A copy of the certificate of authority of the Trustee to commence business; incorporated herein by reference to Exhibit T-1.2 filed with Form T-1 Statement, Registration No. 22-21897.

T-1.3 - A copy of the authorization of the Trustee to exercise corporate trust powers; incorporated herein by reference to Exhibit T-1.3 filed with Form T-1 Statement, Registration No. 22-21897.

T-1.4 - A copy of the By-laws of the U.S. Trust Company of Texas, N.A., as amended to date; incorporated herein by reference to Exhibit T-1.4 filed with Form T-1 Statement, Registration No. 22-21897.

T-1.6 - The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939.

T-1.7 - A copy of the latest report of condition of the Trustee published pursuant to law or the requirements of its supervising or examining authority.

NOTE

As of September 21, 1999, the Trustee had 5,000 shares of Capital Stock outstanding, all of which are owned by U.S. T.L.P.O. Corp. As of May 21, 1999, U.S. T.L.P.O. Corp. had 35 shares of Capital Stock outstanding, all of which are owned by U.S. Trust Corporation. U.S. Trust Corporation had outstanding 18,597,534 shares of \$1 par value Common Stock as of May 21, 1999.

The term "Trustee" in Items 2, 5, 6, 7, 8, 9, 10 and 11 refers to each of U.S. Trust Company of Texas, N.A., U.S. T.L.P.O. Corp. and U.S. Trust Corporation.

In as much as this Form T-1 is filed prior to the ascertainment by the Trustee of all the facts on which to base responsive answers to Items 2, 5, 6, 7, 9, 10 and 11, the answers to said Items are based upon incomplete information. Items 2, 5, 6, 7, 9, 10 and 11 may, however, be considered correct unless amended by an amendment to this Form T-1.

In answering any items in this Statement of Eligibility and Qualification which relates to matters peculiarly within the knowledge of the obligors or their directors or officers, or an underwriter for the obligors, the Trustee has relied upon information furnished to it by the obligors and will rely on information to be furnished by the obligors or such underwriter, and the Trustee

disclaims responsibility for the accuracy or completeness of such information.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939 the Trustee, U.S. Trust Company of Texas, N.A., a national banking association organized under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Dallas, and State of Texas on the 21st day of September, 1999.

U.S. Trust Company
of Texas, N.A., Trustee

By: /s/ PATRICIA GALLAGHER

Authorized Officer

Exhibit T-1.6

CONSENT OF TRUSTEE

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939 as amended in connection with the proposed issue of CD Radio, Inc.'s Convertible Subordinated Notes, we hereby consent that reports of examination by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefore.

U.S. Trust Company of Texas, N.A.

By: /s/ PATRICIA GALLAGHER

Authorized Officer

PG/pg
(rev:kk)

<TABLE>
<S>

<C>
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
OMB NUMBER: 7100-003
FEDERAL DEPOSIT INSURANCE CORPORATION
OMB NUMBER: 3064-005
OFFICE OF THE COMPTROLLER OF THE CURRENCY
EXPIRES MARCH 31, 2002

FEDERAL FINANCIAL INSTITUTIONS EXAMINATION COUNCIL

OF ESTIMATED BURDEN.

<CAPTION>

CONSOLIDATED REPORTS OF CONDITION AND INCOME FOR
A BANK WITH DOMESTIC OFFICES ONLY AND TOTAL ASSETS OF
\$100 MILLION OR MORE BUT LESS THAN \$300 MILLION - FFIEC 033

<S>
REPORT AT THE CLOSE OF BUSINESS JUNE 30, 1999

<C>
19990630

(RCRI 9999)

This report is required by law: 12 U.S.C. 'SS' 324
(State member banks); 12 U.S.C. 'SS' 1817 (State
nonmember banks); and 12 U.S.C. 'SS' 161 (National
banks).

This report form is to be filed by banks with
domestic offices only. Banks with foreign offices
(as defined in the instructions) must file FFIEC
031.

NOTE: The Reports of Condition and Income must be
signed by an authorized officer and the Report of
Condition must be attested to by not less than two
directors (trustees) for State nonmember banks and
three directors for State member and national
Banks.

The Reports of Condition and Income are to be
prepared in Accordance with Federal regulatory
authority instructions.

I, Alfred B. Childs, Managing Director

Name and Title of Officer Authorized to Sign Report

Of the named bank do hereby declare that the
Reports of Condition and Income (including the
supporting schedules) for this report date have
been prepared in conformance with the instructions
issued by the appropriate Federal regulatory
authority and are true to the best of my knowledge.

We, the undersigned directors (trustees), attest
to the correctness of the Report of Condition
(including the supporting schedules) for this report
date and declare that it has been examined by us and
to the best of our knowledge and belief has been
prepared in conformance with the instructions issued
by the appropriate Federal regulatory authority and
is true and correct.

/s/ Stuart M. Pearman

Director (Trustee)

/s/ Alfred B. Childs

Signature of Officer Authorized to Sign Report

/s/ J.T. More, Jr.

Director (Trustee)

July 21, 1999

Date of Signature

/s/ Peter J. Denker

Director (Trustee)

SUBMISSION OF REPORTS

Each bank must prepare its Reports of Condition and
Income either:

(if other than EDS) must transmit the bank's computer
data file to EDS.

(a) in electronic form and then file the computer
data file directly with the banking agencies'
collection agent, Electronic Data Systems
Corporation (EDS), by modem or on computer
diskette; or

For electronic filing assistance, contact EDS Call
Report Services, 2150 N. Prospect Ave., Milwaukee,
WI 53202, telephone (800) 255-1571.

(b) in hard-copy (paper) form and arrange for
another party to convert the paper report to
electronic form. That party

To fulfill the signature and attestation
requirement for the Reports of Condition and Income
for this report date, attach this signature page
(or a photocopy or a computer-generated version of
this page) to the hard-copy record of the completed
report that the bank places in its files.

FDIC Certificate Number: 33217

(RCRI 9050)

U.S. TRUST COMPANY OF TEXAS, N.A.

Legal Title of Bank (TEXT 9010)

DALLAS

City (TEXT 9130)

TX 75201

State Abbrev. (TEXT 9200) Zip Code (TEXT 9220)

</TABLE>

<TABLE>					
<S>	<C>	<C>	<C>	<C>	<C>
U.S. TRUST COMPANY OF TEXAS, N.A.	Call Date:	06/30/1999	State #:	48-6797	FFIEC 033
2001 ROSS AVENUE, SUITE 2700	Vendor ID:	D	Cert #:	33217	RC-1
DALLAS, TX 75201	Transit #:	11101765			

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</TABLE>

CONSOLIDATED REPORT OF CONDITION FOR INSURED COMMERCIAL
AND STATE-CHARTERED SAVINGS BANKS FOR JUNE 30, 1999

All Schedules are to be reported in thousands of
dollars. Unless otherwise indicated, report the
amount outstanding as of the last business day of
the quarter.

<TABLE>
<CAPTION>
SCHEDULE RC - BALANCE SHEET

C200<-

Thousands	Dollar Amounts In			

	<C>	<C>	<C>	<C>

ASSETS				
1. Cash and balances due from depository institutions (from Schedule RC-A):			RCON	
			----	-----
a. Noninterest-bearing balances and currency and coin(1) _____			0081	1,344
1.a				-----
b. Interest-bearing balances (2) _____			0071	1,565
1.b				-----
2. Securities:				-----
a. Held-to-maturity securities (from Schedule RC-B, Column A) _____			1754	0
2.a				-----
b. Available-for-sale securities (from Schedule RC-B, column D) _____			1773	129,935
2.b				-----
3. Federal funds sold and securities purchased under agreements to resell _____			1350	10,000
3.				-----
4. Loans and lease financing receivables:	RCO			

	N			
	-			
a. Loans and leases, net of unearned income (from Schedule RC-C) _____	2122	26,398		
4.a				-----
b. LESS: Allowance for loan and lease losses _____	3123	260		
4.b				-----
c. LESS: Allocated transfer risk reserve _____	3128	0		
4.c				-----
d. Loans and leases, net of unearned income, allowance, and reserve (item 4.a			RCO	

			N	
			-	
minus 4.b and 4.c) _____			2125	26,138

4.d			
5. Trading assets	3545	0	
6. Premises and fixed assets (including capitalized leases)	2145	897	
7. Other real estate owned (from Schedule RC-M)	2150	0	
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)	2130	0	
9. Customers' liability to this bank on acceptances outstanding	2155	0	
10. Intangible assets (from Schedule RC-M)	2143	1,917	
11. Other assets (from Schedule RC-F)	2160	3,195	
12. Total assets (sum of items 1 through 11)	2170	174,991	

</TABLE>

- (1) Includes cash items in process of collection and unposted debits.
- (2) Includes time certificates of deposit not held for trading.

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>
U.S. TRUST COMPANY OF TEXAS, N.A.	Call Date:	06/30/1999	State #:	48,6797	FFIEC 033
2001 ROSS AVENUE, SUITE 2700	Vendor ID:	D	Cert #:	33217	RC-1
DALLAS, TX 75201	Transit #:	11101765			

10

</TABLE>

<TABLE>

<CAPTION>
SCHEDULE RC - CONTINUED

Dollar Amounts In

Thousands			
13. LIABILITIES			
13. Deposits:			RCON
a. In domestic offices (sum of totals of columns A and C From Schedule RC-E)	RCON	2200	151,940
13.a.1 (1) Noninterest-bearing(1)	6631	15,512	
13.a.2 (2) Interest-bearing	6636	136,428	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs(1)			
(1) Noninterest-bearing			
(2) Interest-bearing			RCON
14. Federal funds purchased and securities sold under agreements to repurchase		2800	00

-----			-----
15.	a. Demand notes issued to the U.S. Treasury _____	2840	0
15.a			-----

15.	b. Trading liabilities _____	3548	0
15.b			-----

16.	Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases):		
16.a	a. With a remaining maturity of one year or less _____	2332	0

16.b	b. With a remaining maturity of more than one year through three years _____	A547	2,000

16.c	c. With a remaining maturity of more than three years _____	A548	1,000

17.	Not applicable		

18.	Bank's liability on acceptances executed and outstanding _____	2920	0
18			-----

19.	Subordinated notes and debentures(2) _____	3200	0
19			-----

20.	Other liabilities (from Schedule RC-G) _____	2930	2,275
20			-----

21.	Total liabilities (sum of items 13 through 20) _____	2948	157,215
21			-----

22.	Not applicable		

	EQUITY CAPITAL		RCON

23.	Perpetual preferred stock and related surplus _____	3838	4,000
23			-----

24.	Common stock _____	3230	500
24			-----

25.	Surplus (exclude all surplus related to preferred stock) _____	3839	8,384
25			-----

26.	a. Undivided profits and capital reserves _____	3632	5,382
26.a			-----

26.b	b. Net unrealized holding gains (losses) on available-for-sale securities _____	8434	(490)

26.c	c. ACCUMULATED NET GAINS (LOSSES ON CASH FLOW HEDGES) _____	4336	0

27.	Cumulative foreign currency translation adjustments _____		

28.	Total equity capital (sum of items 23 through 27) _____	3210	17,776
28			-----

29.	Total liabilities and equity capital (sum of items 21 and 28) _____	3300	174,991
29			-----

TO BE REPORTED ONLY WITH THE REPORT OF CONDITION.

1. Indicate in the column at the right, the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 1998 _____	NUMBER -----
M.1	6724 N/A

</TABLE>

<S>	<C>
1 = Independent audit of the bank conducted in accordance performed by other with generally accepted auditing standards by a state chartering certified public accounting firm which submits a report on the bank	4 = Directors' examination of the bank external auditors (may be required by authority)
statements by external	5 = Review of the bank's financial auditors
2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting statements by firm which submits a report on the consolidated holding company (but not on the bank separately)	6 = Compilation of the bank's financial external auditors
3 = Directors' examination of the bank conducted in preparation accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)	7 = Other audit procedures (excluding tax work)
</TABLE>	8 = No external audit work

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.

(2) Includes limited-life preferred stock and related surplus.