U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 _____ FORM 4 OMB APPROVAL _____ [] CHECK THIS BOX IF NO LONGER OMB Number: 3235-0287 SUBJECT TO SECTION 16. FORM 4 Expires: September 30, 1998 OR FORM 5 OBLIGATIONS MAY Estimated average burden CONTINUE. SEE INSTRUCTION 1(B). hours per response 0.5 ----------</TABLE> 1. Name and Address of Reporting Person * Whitworth (Middle) (Last) (First) c/o Relational Investors, LLC, 4330 La Jolla Village Drive, Suite 220 (Street) San Diego 92122 CA (City) (State) (Zip) 2. Issuer Name and Ticker or Trading Symbol CD Radio Inc. (CDRD) 3. IRS or Social Security Number of Reporting Person (Voluntary) 4. Statement of Month/Year December 1997 5. If Amendment, Date or Original (Month/Year) 6. Relationship of Reporting Person to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other ---- (specify below) _____ Individual or Join/Group Filing (Check Applicable Line) Χ Form filed by One Reporting Person Form filed by More than One Reporting Person

1. Title of Security

<TABLE>

2. Transaction 3. Trans-

4. Securities Acquired (A) 5. Amount of 6. Owner-

TABLE I-- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

Code (Instr. 3, 4 and 5) Beneficially Form: (Month/ (Instr. 8) Owned at Direct Bene- Day/	7. Nature (Instr. 3)	Date	acti	ion or i	Disposed of (D)	Securi	ities ship
Description Deavisitive	of In-		Code	e (In	str. 3, 4 and 5	5) Benefi	cially Form:
Trailing		(Month/	(Ins	str. 8)		Owned	at Direct
Nearly Code Amount or price (Instr. 3 (1) and 4) (Instr. 5) (Instr. 4) (Instr. 6) (Instr. 6	Bene-	Day/				End of	(D)
### SECOND COMPANIEST COMPANIEST COMPANIEST COMPANIES COMPANIEST COMPAN	ficial	Year)			(A)	Month	
Class	Indirect Owner-		Cod	de Amo	unt or I	Price (Instr	c. 3 (I)
Clostr. 4) (Lastr. 4) CD	ship					,	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. From the form is filed by more than one reporting person, SEE Instruction 4(b)(v). FIRED CAPTONO TABLE II DERIVATIVE SECURITIES ADQUIRED, DISPOSED OF, OR SEMETICIALLY COMED (R.G., FURS, CALLS, MARRANTS, OPTIONS, CONVERTIBLE SECURITIES) 1. Title of Derivative 2. Conver- 2. Trans- 4. Transac- 5. Number of Deriv- 6. Dat Number of Deriv- 6. Dat Number of Deriv- 6. Dat Number of Deriv- 7. Derivative Security (Instr. 2) sion or action tion Code ative Securities Accurates Derivative Derivativ					(5)		
TABLES CAPTIONS Table 11 DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (Kover) A fit the form is filed by more than one reporting person, SEF instruction 4(b)(v). SEC 1474 8-92) ACTABLES CARPIONS TABLE 11 DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.S., JUTS, CALLS, WARRANTS, OFTIONS, CONVERTIBLE SECURITIES) 1. Title of Derivative Recersise Date (Instr. 8) quired (A) or Disposed and Ex- praction Date Price of Derivative Exercise Date (Instr. 8) quired (A) or Disposed of (B) (Month/Day) Security (Month/ pay) Security (Month	<\$>			<c></c>	<c> <c< td=""><td>C> <c></c></td><td><c></c></td></c<></c>	C> <c></c>	<c></c>
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Exercise Date Cinstr. 8 quired (A) or Dispersion		1	sion or	action	tion Code	ative Secur	cities Ac-
Price of Deriv- (Month/Day/ Secur	cisable and Ex-		Exercise	Date	(Instr. 8)	quired (A)	or Dis-
Manual Control Contr	piration Date		Price of			posed of (I	D)
Secur Year	(Month/Day/		Deriv-	(Month/		(Instr. 3,	4 and 5)
Secur Year Secur Year Secur	-		ative	Day/			
Date Expira- Exer- tion Cisable Date			Secur	Year)			
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<pre> <pre> <pre> <pre> <pre></pre></pre></pre></pre></pre>	Exer- tion						
<pre></pre>	cisable Date						
<pre>CCAPTION> 7. Title and Amount of</pre>	<c> Stock Option (Right to</c>						:C>
7. Title and Amount of Underlying Securities							
Secur- Secur- of De- direct	7. Title and Amount		Deriv	of Deriv-	ship	ture	
Title Number of Month rect (I) Shares (Instr. 4) (Instr. 4) <s> <c> <c> <c> <c> <c> <c> <c> <c> <c> <</c></c></c></c></c></c></c></c></c></s>			Secur- ity (Instr.	Secur- ities Bene ficially Owned at End	of De- rivative Secu- rity: Direct (D) or	direct Bene- ficial Own- ership	. 4)
		Number of Shares		Month (Instr. 4	rect (I)) (Instr. 4	1)	
			C>			<c></c>	

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Explanation of Responses:

- (1) Includes 35,000 shares of Common Stock issuable pursuant to CD Radio Inc.'s Directors' Nonqualified Stock Option Plan.
- **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, SEE Instruction 6 for procedure.

/s/ Ralph V. Whitworth	1/7/98
**Signature of Reporting Person	Date

Ralph V. Whitworth