FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* HOLDEN JAMES P	2. Issuer Name **and** Ticker or Trading Symbol SIRIUS XM RADIO INC. [(SIRI)]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2012	
(Street) NEW YORK, NY 10020	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2012		M		212,559	A	$ 0.14	353,231	D	
Common Stock	02/23/2012		M		53,559	A	$ 0.35	406,790	D	
Common Stock	02/23/2012		M		25,504	A	$ 0.9994	432,294	D	
Common Stock	02/23/2012		M		13,493	A	$ 0.54	445,787	D	
Common Stock	02/23/2012		S		305,115	D	$ 2.11	140,672	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$ 0.54	02/23/2012		M			13,493		05/27/2010	05/27/2019	Common Stock	13,493	$ 0.54	26,987	D	
Stock Option (Right to Buy)	$ 0.35	02/23/2012		M			53,559		05/27/2010	05/27/2019	Common Stock	53,559	$ 0.35	107,119	D	
Stock Option (Right to Buy)	$ 0.9994	02/23/2012		M			25,504		05/27/2011	05/27/2020	Common Stock	25,504	$ 0.9994	76,511	D	
Stock Option (Right to Buy)	$ 0.14	02/23/2012		M			212,559		12/18/2009	12/18/2018	Common Stock	212,559	$ 0.14	212,560	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HOLDEN JAMES P 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X			

Signatures

/s/Patrick L. Donnelly, attorney in fact		02/23/2012
**Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** 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 is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.