

# FORM 4

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

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

## 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 * <b>JOHNSON GUY D</b> <small>(Last) (First) (Middle)</small> <b>1221 AVENUE OF THE AMERICAS</b> <small>(Street)</small> <b>NEW YORK, NY 10020</b> <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>SIRIUS SATELLITE RADIO INC [(SIRI)]</b> 3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2003</b> 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, Sales &amp; Product Planning</b> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	12/31/2003		S		17,600	D	\$ 3.27	83,400	D	
Common Stock	12/31/2003		S		2,800	D	\$ 3.28	80,600	D	
Common Stock	12/31/2003		S		5,000	D	\$ 3.2701	75,600	D	
Common Stock	12/31/2003		S		5,600	D	\$ 3.271	70,000	D	
Common Stock	12/31/2003		S		1,000	D	\$ 3.275	69,000	D	
Common Stock	12/31/2003		S		3,000	D	\$ 3.2723	66,000	D	
Common Stock	01/07/2004		D		33,000 <u>(1)</u>	D	\$ 0	33,000	D	
Common Stock	03/08/2004		A		33,562 <u>(2)</u>	A	\$ 0	66,562	D	
Common Stock	03/08/2004		A		31,507 <u>(3)</u>	A	\$ 0	98,069	D	
Common Stock								24,147	I	By 401(k) Plan

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		Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GUY D 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020			EVP, Sales & Product Planning	

## Signatures

/s/ Johnson, Guy		03/08/2004
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).
- (1) Forfeiture of Restricted Stock
  - (2) Shares of restricted stock issuable on February 28, 2005.
  - (3) Shares of restricted stock issuable on July 1, 2008, subject to accelerated issuance on February 28, 2005 if certain performance criteria for the year ending December 31, 2004 are met.

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

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