

# FORM 4

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

|                                                |           |
|------------------------------------------------|-----------|
| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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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 *<br><b>DONNELLY PATRICK L</b> |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>SIRIUS SATELLITE RADIO INC [(SIRI)]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>EVP, General Counsel & Sec. |  |
| (Last) (First) (Middle)<br><b>1221 AVENUE OF THE AMERICAS</b>          |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/14/2006</b>                     |  |                                                                                                                                                                                                                                                                                                    |  |
| (Street)<br><b>NEW YORK, NY 10020</b>                                  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                      |  |
| (City) (State) (Zip)                                                   |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>   |  |                                                                                                                                                                                                                                                                                                    |  |

| 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                    | 03/14/2006                           |                                                    | S                              |   | 529,185<br><u>(1)</u>                                             | D          | \$ 4.4503 | 746,261                                                                                       | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |           | 397                                                                                           | I                                                        | By 401(k) Plan                                        |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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) |   | 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) |                                                               |                                            |                                                                                                    |                                                                                  |                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                             |       |
|-------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                         | Director      | 10% Owner | Officer                     | Other |
| DONNELLY PATRICK L<br>1221 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10020 |               |           | EVP, General Counsel & Sec. |       |

## Signatures

|                                                |                     |
|------------------------------------------------|---------------------|
| /s/ Donnelly, Patrick L                        | 03/15/2006          |
| <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) Shares of common stock sold are equal to federal and state taxes due by Mr. Donnelly on March 14, 2006 as the result of the vesting of restricted stock units and the related brokerage commission on the sale.

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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