

## INITIAL STATEMENT OF 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>LIBERTY MEDIA CORP</b>  (Last) (First) (Middle) <b>12300 LIBERTY BLVD.</b>  (Street) <b>ENGLEWOOD, CO 80112</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/21/2009</b>	3. Issuer Name and Ticker or Trading Symbol <b>SIRIUS XM RADIO INC. [SIRI]</b>		
		4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)	
			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	

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Convertible Perpetual Preferred Stock, Series B-1	(1)	(1)	Common Stock	2,586,976,761 (1)	\$ (1)	I	By indirect wholly owned subsidiary (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIBERTY MEDIA CORP 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112		X		

## Signatures

Liberty Media Corporation /s/ Craig Troyer, Vice President	04/27/2009
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The Convertible Perpetual Preferred Stock, Series B-1, has no expiration date, and is convertible into common stock at any time at a conversion rate of 206.9581409 shares of common stock for each share of Convertible Perpetual Preferred Stock, Series B-1.
- (2) The shares of Convertible Perpetual Preferred Stock, Series B-1 are held directly by Liberty Radio, LLC, which is a wholly owned subsidiary of Liberty Media LLC, which is a wholly owned subsidiary of the Reporting Person.

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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