

SIRIUS XM RADIO INC.
Form 4
July 10, 2012

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Liberty Media Corp

2. Issuer Name and Ticker or Trading Symbol
SIRIUS XM RADIO INC. [SIRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12300 LIBERTY BOULEVARD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2012

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

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	07/06/2012		J/K ⁽¹⁾	302,198,700	A 11 362,548,700	I	Through Wholly Owned Subsidiary ⁽²⁾

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Forward purchase contract (obligation to buy)	(1)	07/06/2012		J/K(1)	302,198,700	07/06/2012	07/06/2012			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Media Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112		X		

Signatures

LIBERTY MEDIA CORPORATION, By: /s/ Charles Y. Tanabe, Executive Vice President 07/10/2012

**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).
- (1) As previously disclosed, on December 30, 2011, Liberty Radio, LLC, a wholly owned subsidiary of the Reporting Person, entered into a forward purchase contract (the "Forward Contract") with an unaffiliated counterparty covering up to a maximum of 315,000,000 notional shares of the Issuer's Common Stock. On May 7, 2012, the unaffiliated counterparty completed its initial hedge, and the number of notional shares of Common Stock covered by the Forward Contract was fixed at 302,198,700 shares. The Forward Contract expired on July 6, 2012 and will be physically settled on July 11, 2012. The forward price under the Forward Contract was equal to the "base price" of \$2.15 per share plus an amount equal to the counterparty's internal funding costs plus a spread.
- (2) The shares of Common Stock are held directly by Liberty Radio, 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. 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.