#### SIRIUS XM RADIO INC.

Form 4

September 17, 2012

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

OMB Number:

3235-0287 January 31,

0.5

Check this box

if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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**OMB APPROVAL** 

Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Symbol

SIRIUS XM RADIO INC. [SIRI]

(Last)

(City)

(Instr. 3)

(Middle) (First)

3. Date of Earliest Transaction

Director Officer (give title 10% Owner

12300 LIBERTY BOULEVARD

09/17/2012

(Month/Day/Year)

below)

\_ Other (specify

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

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

(A)

(D)

A

(1)

ENGLEWOOD, CO 80112

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

Code V Amount

Transaction(s) (Instr. 3 and 4) Price

(Instr. 4)

Common Stock

09/17/2012

1,293,467,684

1,863,203,483 I

Wholly Owned **Subsidiaries** 

Through

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

 $\mathbf{C}$ 

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SEC 1474 (9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)           | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of or 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) |  |
|---|---|---|---|---|--|--|--------------------|---|--|
|   |   |   |   | Code V                                  | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Convertible<br>Perpetual<br>Preferred<br>Stock,<br>Series B-1 | <u>(1)</u>  | 09/17/2012                              |   | С                                       | 6,249,900  | <u>(1)</u>   | <u>(1)</u>         | Common<br>Stock   | <u>(1)</u>                             |

# **Reporting Owners**

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

# **Signatures**

LIBERTY MEDIA CORPORATION By: Craig Troyer Title: Vice
President

09/17/2012

\*\*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) 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.

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.

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