

Clear Channel Outdoor Holdings, Inc.
 Form 4
 September 06, 2011

FORM 4

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

OMB APPROVAL

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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 *
 CC Media Holdings Inc

2. Issuer Name and Ticker or Trading Symbol
 Clear Channel Outdoor Holdings, Inc. [CCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/01/2011

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

200 EAST BASSE ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

SAN ANTONIO, TX 78209

(City) (State) (Zip)

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 | |
| Class A Common Stock | 09/01/2011 | | P | 9,900 (1) | \$ 11,144.1 (2) | 512,298 | I See footnote. (1) |
| Class A Common Stock | 09/02/2011 | | P | 50,877 (1) | \$ 10.91 (3) | 563,175 | I See footnote. (1) |
| Class A Common Stock | 09/06/2011 | | P | 37,900 (1) | \$ 10.636 (4) | 601,075 | I See footnote. (1) |

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.

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(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) | 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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CC Media Holdings Inc 200 EAST BASSE ROAD SAN ANTONIO, TX 78209 | | X | | |
| CLEAR CHANNEL COMMUNICATIONS INC 200 EAST BASSE ROAD SAN ANTONIO, TX 78209 | | X | | |
| Clear Channel Capital I, LLC 200 EAST BASSE ROAD SAN ANTONIO, TX 78209 | | X | | |
| Clear Channel Capital II, LLC 200 EAST BASSE ROAD SAN ANTONIO, TX 78209 | | X | | |
| Clear Channel Holdings, Inc. 200 EAST BASSE ROAD SAN ANTONIO, TX 78209 | | X | | |

Signatures

/s/ Michelle S. Miller, as attorney-in-fact on behalf of CC Media Holdings, Inc.

09/06/2011

__Signature of Reporting Person

Date

