

Bennett Fred R.  
 Form 3  
 February 17, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Â Bennett Fred R. (Last) (First) (Middle)  1166 AVENUE OF THE AMERICAS, Â 10TH FLOOR (Street)  NEW YORK, Â NY Â 10036 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/01/2011	3. Issuer Name and Ticker or Trading Symbol WESTWOOD ONE INC /DE/ [WWON]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President and GM, Metro TV	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
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**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)
Common Stock	61	D	Â

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)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Option (right to buy) <sup>(1)</sup>	03/14/2009	03/14/2018	Common Stock 120 \$ 398	D Â
Stock Option (right to buy) <sup>(2)</sup>	02/12/2011	02/12/2020	Common Stock 40,000 \$ 6	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bennett Fred R. 1166 AVENUE OF THE AMERICAS 10TH FLOOR NEW YORK, NY 10036	Â	Â	Â President and GM, Metro TV	Â

## Signatures

David Hillman, as attorney-in-fact for Fred B. Bennett 02/17/2011

\*\*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) Option to buy 120 shares of common stock of Westwood One, Inc. at \$398.00/share that became/become exercisable in one-third increments on March 14, 2009, 2010 and 2011. Such option was awarded under the Westwood One, Inc. 1999 Stock Incentive Plan. The foregoing amounts (120 shares and a \$398.00 exercise price) give effect to a 200:1 reverse stock split that occurred on August 3, 2009.
  - (2) Option to buy 40,000 shares of common stock of Westwood One, Inc. at \$6.00/share that became/become exercisable in one-third increments on February 12, 2011, 2012 and 2013. Such option was awarded under the Westwood One, Inc. 2010 Equity Compensation Plan.

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.