

WESTWOOD ONE INC /DE/
Form 4
June 26, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENNIS DAVID

2. Issuer Name **and** Ticker or Trading
Symbol
**WESTWOOD ONE INC /DE/
[WON]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/25/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

**C/O WESTWOOD ONE, INC., 40
WEST 57TH STREET**

(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
☐ Form filed by More than One Reporting
Person

NEW YORK, NY 10019

(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	
Common Stock	06/25/2008		P		600	A \$ 1.12	74,567 ⁽¹⁾ D
Common Stock	06/25/2008		P		400	A \$ 1.1225	74,967 D
Common Stock	06/25/2008		P		1,200	A \$ 1.125	76,167 D
Common Stock	06/25/2008		P		800	A \$ 1.1288	76,967 D
Common Stock	06/25/2008		P		9,307	A \$ 1.13	86,274 D

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Common Stock	06/25/2008	P	200	A	\$ 1.1325	86,474	D
Common Stock	06/25/2008	P	500	A	\$ 1.135	86,974	D
Common Stock	06/25/2008	P	10,093	A	\$ 1.14	97,067	D
Common Stock	06/25/2008	P	1,000	A	\$ 1.1425	98,067	D
Common Stock	06/25/2008	P	21,000	A	\$ 1.145	119,067	D
Common Stock	06/25/2008	P	800	A	\$ 1.1499	119,867	D
Common Stock	06/25/2008	P	4,100	A	\$ 1.15	123,967	D
Common Stock	06/25/2008	P	1,300	A	\$ 1.1	125,267	D
Common Stock	06/25/2008	P	100	A	\$ 1.105	125,367	D
Common Stock	06/25/2008	P	48,600	A	\$ 1.11	173,967	D

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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DENNIS DAVID C/O WESTWOOD ONE, INC. 40 WEST 57TH STREET NEW YORK, NY 10019	X

Signatures

David Hillman, as attorney-in-fact for David Dennis	06/26/2008
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__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) Includes July 12, 2007 grant of restricted stock units of 17,007 shares of Issuer's common stock that vest in one-third increments on August 18, 2008, July 12, 2009 and July 12, 2010.

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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