PATTIZ NORM Form 4 July 13, 2009

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

Check this box if no longer subject to Section 16.

Number:

January 31, Expires: 2005

SECURITIES Form 4 or

Estimated average burden hours per response... 0.5

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 * **PATTIZ NORM**

2. Issuer Name and Ticker or Trading

Issuer

Symbol

WESTWOOD ONE INC /DE/ [WON]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 07/09/2009

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Chairman of the Board

Indirect

Beneficial

Ownership

(Instr. 4)

5. Relationship of Reporting Person(s) to

C/O WESTWOOD ONE, INC., 40

(Street)

(State)

WEST 57TH STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

NEW YORK, NY 10019

(City)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or (Instr. 3, 4 and 5) Owned Indirect (I) (Month/Day/Year) (Instr. 8) Following (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount Price (D)

Common 2,795 07/09/2009 M \$0 $1,195,417 \stackrel{(2)}{=}$ D Stock (1) (1)

Pattiz Common Ι 300,000 Family Stock Trust

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

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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. Transacti Code (Instr. 8)	5. Number op f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	ate	7. Title and Underlying (Instr. 3 and	Securities		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Unit	<u>(3)</u>	07/09/2009		M	2,779 (3)	(3)	(3)	Common Stock (3)	2,779	9	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting of their remarks	Director	10% Owner	Officer	Other			
PATTIZ NORM C/O WESTWOOD ONE, INC. 40 WEST 57TH STREET NEW YORK, NY 10019	X		Chairman of the Board				
^ ' .							

Signatures

David Hillman, as attorney-in-fact for Norm
Pattiz

07/13/2009

**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) Acquired in connection with the settlement of RSUs upon which 16 dividend equivalents accrued prior to vesting.
- (2) Includes 291,710 shares of Class B stock that converted on a 1:1 basis into common stock in connection with the change in control described in this filing.
 - Grant of RSUs on December 1, 2006 that were scheduled to vest in equal one-third increments on December 1, 2007, December 1, 2008 and December 1, 2009. As a result of the conversion by Gores Radio Holdings, LLC of 3,500 shares of Series A-1 Convertible Preferred
- (3) Stock into 103,512,913 shares of common stock on July 9, 2009, a "change in control" was deemed to have occurred under the terms of the Company's 2005 Equity Compensation Plan. Accordingly, on July 9, 2009, 2,779 shares that were scheduled to vest on December 1, 2009 were settled by delivery of a corresponding number of shares of the Issuer's common stock.

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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