

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

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(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)

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

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

06/25/2008

(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 or Price   |  |   |
| Common Stock                    | 06/25/2008                           |  | P                              |   | 600 A \$ 1.12   | 74,567 <sup>(1)</sup>                                    | 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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>C/O WESTWOOD ONE, INC.<br>40 WEST 57TH STREET<br>NEW YORK, NY 10019 | X             |           |         |       |

## Signatures

|  |                     |
|--|---------------------|
| David Hillman, as attorney-in-fact for David<br>Dennis | 06/26/2008          |
| <small>**Signature of Reporting Person</small>         | <small>Date</small> |

## 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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