

PATTIZ NORM  
Form 4  
July 13, 2009

**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 \*  
PATTIZ NORM

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

07/09/2009

Chairman of the Board

(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 Ownership (Instr. 4)
Common Stock <sup>(1)</sup>	07/09/2009		M	(A) 2,795 <u>(1)</u>	\$ 0 1,195,417 <sup>(2)</sup>	D	
Common Stock					300,000	I	Pattiz Family Trust

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

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SEC 1474  
(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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	(3)	07/09/2009		M	2,779 (3)	(3) (3)	Common Stock (3)	2,779

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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  
Date: 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.

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