Mammone Edward A Form 3 April 30, 2010

FORM 3

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

OMB

3235-0104

January 31,

Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

> burden hours per response... 0.5

OMB APPROVAL

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 *

Mammone Edward A

1166 AVENUE OF THE

AMERICAS, 10TH FLOOR

(Last)

(First)

(Street)

(Middle)

Statement

(Month/Day/Year)

04/29/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

WESTWOOD ONE INC /DE/ [WWON]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Principal Accounting Officer

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

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

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

NEW YORK, NYÂ 10036

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership

(I) (Instr. 5)

Form: Direct (D) or Indirect

Table I - Non-Derivative Securities Beneficially Owned

Ownership

(Instr. 5)

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)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

Shares

Derivative Security

Direct (D) or Indirect

(I)

(Instr. 5)

Stock Option (right to buy) 02/12/2011 02/12/2020 $\frac{\text{Common}}{\text{Stock}}$ 30,000 $\frac{(1)}{}$ \$ 6 D \hat{A}

Reporting Owners

Reporting Owner Name / Address Director 10% Owner 10% Owner Officer Other Mammone Edward A \hat{A} \hat{A} Principal Accounting Officer \hat{A} NEW YORK, \hat{A} NY \hat{A} 10036

Signatures

David Hillman, as attorney-in-fact for Edward A.

Mammone

04/30/2010

**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).

Option to buy 30,000 shares of common stock of Westwood One, Inc. at \$6.00/share that will 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 (the "Plan" which is an amendment and restatement of the Westwood One, Inc. 2005 Equity Compensation Plan) which became effective February 12, 2010. The Plan is subject to approval by the Company's stockholders.

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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