#### WESTWOOD ONE INC /DE/

Form 4

March 16, 2006

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

See Instruction 1(b).

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 \*

**HOLT DENNIS** 

2. Issuer Name and Ticker or Trading

Symbol

WESTWOOD ONE INC /DE/

[WON]

(Last) (First) (Middle)

(Month/Day/Year) 03/15/2006

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

(Street)

(State)

(Zip)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X\_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_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
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(City)

		140	1011	Derranic	becui	incs ricqu	neu, Disposeu or	, or beneficial	y O wiicu
1.Title of	2. Transaction Date		3.			quired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		omr Dispos		` ′	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
							Reported	(Instr. 4)	
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(mstr. 5 tild 1)		
common stock	03/15/2006		M	30,000	A	\$ 10.09	30,000	D	
common stock	03/15/2006		S	30,000	D	\$ 11.403	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date		4.	5. Number of	6. Date Exercisab	le and	7. Title and	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date		of Underlyin	ıg
Security	or Exercise		any	Code	Securities	(Month/Day/Year	·)	Securities	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Instr. 3 and	4)
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date Exercisable	Expiration	Title	or
						Date Exercisable	Date	Title	Number
				Code V	(A) (D)				of Shares
stock	\$ 10.09	03/15/2006		M	30,000	09/05/1998(1)	09/05/2007	common	30,000
option	Ψ 10.07	03/13/2000		111	30,000	07/03/1770 <u></u>	07/03/2007	stock	50,000

## **Reporting Owners**

10% Owner	Officer	0.1
	Officer	Other
	TO TO WHICH	10% Owner Officer

### **Signatures**

David Hillman as attorney-in-fact for Dennis Holt 03/16/2006

\*\*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) Option to buy 30,000 shares of Westwood One, Inc. common stock that became exercisable in equal one-third increments on September 5, 1998, 1999, and 2000.

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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