

Bennett Fred R.  
Form 3  
February 17, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Bennett Fred R.                         |         | (Month/Day/Year)                     | WESTWOOD ONE INC /DE/ [WWON]   |  |
| (Last)                                    | (First) | (Middle)                             | 02/01/2011   |  |
| 1166 AVENUE OF THE AMERICAS,Â 10TH FLOOR  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| NEW YORK,Â NYÂ 10036                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | President and GM, Metro TV   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 61  | D  | Â   |

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|  | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--|------------------|-----------------|----------------------------|----------------------------|
| Stock Option (right to buy) <sup>(1)</sup> | 03/14/2009       | 03/14/2018      | Common Stock 120 \$ 398    | D Â                        |
| Stock Option (right to buy) <sup>(2)</sup> | 02/12/2011       | 02/12/2020      | Common Stock 40,000 \$ 6   | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Bennett Fred R.<br>1166 AVENUE OF THE AMERICAS<br>10TH FLOOR<br>NEW YORK, NY 10036 | Â             | Â         | Â President and GM, Metro TV | Â     |

## Signatures

David Hillman, as attorney-in-fact for Fred B. Bennett 02/17/2011

\*\*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).
  - (1) Option to buy 120 shares of common stock of Westwood One, Inc. at \$398.00/share that became/become exercisable in one-third increments on March 14, 2009, 2010 and 2011. Such option was awarded under the Westwood One, Inc. 1999 Stock Incentive Plan. The foregoing amounts (120 shares and a \$398.00 exercise price) give effect to a 200:1 reverse stock split that occurred on August 3, 2009.
  - (2) Option to buy 40,000 shares of common stock of Westwood One, Inc. at \$6.00/share that became/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.

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.