

Bennett Fred R.
Form 3
February 17, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

^ Bennett Fred R.

(Last) (First) (Middle)

1166 AVENUE OF THE AMERICAS, ^ 10TH FLOOR

(Street)

NEW YORK, ^ NY ^ 10036

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/01/2011

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)

___ Director ___ 10% Owner

X Officer ___ Other

(give title below) (specify below)

President and GM, Metro TV

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 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 ^

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)

Title

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) ⁽¹⁾	03/14/2009	03/14/2018	Common Stock	120	\$ 398	D	Â
Stock Option (right to buy) ⁽²⁾	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. 1166 AVENUE OF THE AMERICAS 10TH FLOOR 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).

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.

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.

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