Clear Channel Outdoor Holdings, Inc.

Form 4

March 05, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

WELLS SCOTT

(First) (Middle)

200 EAST BASSE ROAD

(Street)

SAN ANTONIO, TX 78209

(State)

2. Issuer Name and Ticker or Trading

Symbol

Clear Channel Outdoor Holdings, Inc. [CCO]

3. Date of Earliest Transaction

3.

(Month/Day/Year) 03/03/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

Person

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

(T) Transaction(s)

(D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Remarks

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

10% Owner

Other (specify

7. Nature of

(9-02)

Indirect

Estimated average

burden hours per

(A)

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

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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 Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.73	03/03/2015		A		330,396		<u>(1)</u>	03/03/2025	Class A Common Stock	330,396

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WELLS SCOTT

200 EAST BASSE ROAD See Remarks

SAN ANTONIO, TX 78209

Signatures

/s/ Hamlet T. Newsom Jr., As Attorney-in-Fact for Scott Wells 03/03/2015

**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).

These options were granted under the Clear Channel Outdoor Holdings, Inc. 2012 Stock Incentive Plan. Fifty percent of the award vests over time (the "Time Vesting Options") and fifty percent of the award has performance-based vesting. The Time Vesting Options will vest in equal amounts on the first, second, third and fourth anniversaries of the grant date. An additional 165,198 shares will vest, if at all, based on achievement of performance conditions.

Remarks:

Chief Executive Officer-Clear Channel Outdoor Americas

Exhibit 24.0 - Power of Attorney

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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