**PATTIZ NORM** Form 4

December 01, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

(Middle)

(Zip)

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**PATTIZ NORM** 

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

WESTWOOD ONE INC /DE/

[WON]

3. Date of Earliest Transaction (Month/Day/Year)

12/01/2005

X\_ Director Officer (give title

Issuer

below)

10% Owner Other (specify

C/O 40 WEST 57TH STREET, 15TH FLOOR

(Street)

(State)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

NEW YORK, NY 10019

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

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(e.g., puts, calls, warrants, options, convertible securities)

(A)

or

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

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of Underlying

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year	)	Securities (Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
restricted stock unit	<u>(1)</u>	12/01/2005		A	8,333	<u>(1)</u>	<u>(1)</u>	common stock	8,333
stock option	\$ 18.27	12/01/2005		A	25,000	12/01/2006(2)	12/01/2015	common stock	25,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
PATTIZ NORM C/O 40 WEST 57TH STREET 15TH FLOOR NEW YORK, NY 10019	X					

# **Signatures**

David Hillman as attorney-in-fact for Norm Pattiz 12/01/2005

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).
- Grant of restricted stock units that vest in equal one-third increments on December 1, 2006, 2007 and 2008, the value of which is 100% (1) deferred. The restricted stock units convert on a "1 for 1" basis. The deferred amount will be paid in shares of stock upon the cessation of the Director's service as a member of Westwood One's Board of Directors.

Date

Option to buy 25,000 shares of Westwood One, Inc. common stock that will become exercisable in equal one-third increments on December 1, 2006, 2007 and 2008.

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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