Little Grant F III Form 3 March 21, 2006

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

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 *

A Little Grant F III

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/14/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

WESTWOOD ONE INC /DE/ [WON]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O WESTWOOD ONE. INC.,, 40 WEST 57TH STREET, 15TH FLOOR

(Street)

X Director 10% Owner Officer Other

(give title below) (specify below)

(Check all applicable)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10019

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

(Instr. 5) Form:

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

Exercisable

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

4. Conversion or Exercise

Price of

5 Ownership Form of Derivative 6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Title Amount or Number of Date

Derivative Security: Security Direct (D)

Edgar Filing: Little Grant F III - Form 3

Shares or Indirect (I) (Instr. 5) $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(1)}{=} stock \qquad 13,146 \qquad \$ \stackrel{(1)}{=} \qquad D \qquad \hat{A}$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Little Grant F III

C/O WESTWOOD ONE, INC.,
40 WEST 57TH STREET, 15TH FLOOR

NEW YORK, NYÂ 10019

Signatures

David Hillman as attorney-in-fact for Grant F.

Little, III

03/21/2006

**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).
 - Grant of restricted stock units that vest in equal one-third increments on April 14, 2007, March 14, 2008 and March 14, 2009. The restricted stock units convert on a "1 for 1" basis. One share of stock shall be distributed with respect to each vested restricted stock unit
- (1) as soon as practicable following the applicable vesting date unless the Reporting Person elects, within 30 days of grant date, to defer distribution of the shares of stock relating to the vested restricted stock units until either: (i) a date no earlier than March 14, 2009; or (ii) the date of the Reporting Person's "Termination" (as defined in the Westwood One, Inc. 2005 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.

Reporting Owners 2