

MAYS L LOWRY
Form 4
December 14, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
MAYS L LOWRY

(Last) (First) (Middle)

C/O CCE SPINCO, INC., 9348
CIVIC CENTER DRIVE

(Street)

BEVERLY HILLS, CA 90210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CCE Spinco, Inc. [LYV]

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/14/2005 | | J | 10,804 | A <u>1</u> 10,804 | D | |
| Common Stock | 12/14/2005 | | J ⁽¹⁾ | 6,057 | A <u>1</u> 6,057 | I | See footnote. <u>(2)</u> |
| Common Stock | 12/14/2005 | | J ⁽¹⁾ | 3,334,663 | A <u>1</u> 3,334,663 | I | See footnote. <u>(3)</u> |
| Common Stock | 12/14/2005 | | J ⁽¹⁾ | 191,515 | A <u>1</u> 191,515 | I | See footnote. <u>(4)</u> |

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| | | | | | | | | |
|-----------------|------------|------------------|--------|---|---|--------|---|-------------------------|
| Common Stock | 12/14/2005 | J ⁽¹⁾ | 12,859 | A | Ⓛ | 12,859 | I | See footnote. (5) |
|-----------------|------------|------------------|--------|---|---|--------|---|-------------------------|

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 Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
|------------------|-----------------|-------|----------------------------|

| Code | V | (A) | (D) |
|------|---|-----|-----|
|------|---|-----|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAYS L LOWRY C/O CCE SPINCO, INC. 9348 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210 | | X | | |

Signatures

L. Lowry Mays 12/14/2005
 **Signature of Date
 Reporting Person

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).
- (1) Shares to be distributed to reporting person in connection with pro rata distribution of the shares of CCE Spinco, Inc. (the "Company") to the stockholders of Clear Channel Communications, Inc. Pursuant to the exemption under 16a-9(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), this Form 4 filing is not required and is for informational purposes only. The information contained herein shall not be deemed to constitute an admission that this Form 4 filing fails to meet the requirements for exemption under Section 16a-9(a)

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of the Exchange Act.

- (2) Represents shares held by trusts of which reporting person is the trustee, but not a beneficiary.
- (3) Represents shares held by LLM Partners, Ltd. Reporting person shares control of the sole general partner of LLM Partners, Ltd.
- (4) Represents shares held by the Mays Family Foundation over which reporting person has either sole or shared investment or voting authority.
- (5) Represents shares held by the Clear Channel Foundation over which reporting person has either sole or shared investment or voting authority.

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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