

PATTIZ NORM  
Form 4  
September 02, 2010

**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 \*  
PATTIZ NORM

2. Issuer Name and Ticker or Trading Symbol  
WESTWOOD ONE INC /DE/  
[WWON]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

(Last) (First) (Middle)  
C/O WESTWOOD ONE, INC., 1166  
AVENUE OF THE AMERICAS,  
10TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/31/2010

(Street)  
  
NEW YORK, NY 10036

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock                    | 08/31/2010                           |                                                    | S                              |                                                                   | 1,250                                                                                         | D                                                        | \$ 7.713<br>(1)                   |
|                                 |                                      |                                                    |                                |                                                                   | 250                                                                                           |                                                          | (2)                               |
| Common Stock                    | 08/31/2010                           |                                                    | S                              |                                                                   | 250                                                                                           | D                                                        | \$ 7.713<br>(1)                   |
|                                 |                                      |                                                    |                                |                                                                   | 5,727                                                                                         |                                                          | (2)                               |

Pattiz Family Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |                       |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                                        | Director      | 10% Owner | Officer               | Other |
| PATTIZ NORM<br>C/O WESTWOOD ONE, INC.<br>1166 AVENUE OF THE AMERICAS, 10TH FLOOR<br>NEW YORK, NY 10036 | X             |           | Chairman of the Board |       |

## Signatures

David Hillman, as attorney-in-fact for Norm Pattiz  
 Signature: \_\_\_\_\_ Date: 09/02/2010

\*\*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).

- (1) The shares sold on August 31, 2010 and reported hereon were sold in a "block" transaction and the price reported above is the average price. The shares were sold at a range of prices between \$7.65 and \$7.81, inclusive. Mr. Pattiz will provide to the SEC staff, Westwood One or any Westwood One stockholder, upon request, full information (i.e., number of shares sold at each price) regarding the reported sale transactions.
- (2) Shares reported hereon reflect the 200:1 reverse stock split that occurred on August 3, 2009.

### Remarks:

On August 31, 2010, Mr. Pattiz resigned as Chairman of the Board of Westwood One, Inc. and as a director thereof.

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.