Edgar Filing: WESTWOOD ONE INC /DE/ - Form 4

WESTWOO Form 4 May 23, 200	D ONE INC /DE	E/									
FORM								OMB A	PPROVAL		
	4 UNITED	STATES		RITIES A			COMMISSION	N OMB Number:	3235-0287		
Check the if no long	Ter			U U				Expires:	January 31,		
subject to Section 1 Form 4 o	6. r			SECU	RITIES		WNERSHIP OF	Estimated burden hor response	urs per		
Form 5 obligation may cont See Instru 1(b).	ns Section 17(a) of the l	Public U	tility Ho	lding Co		nge Act of 1934, of 1935 or Section 940				
(Print or Type I	Responses)										
1. Name and A SULEMAN	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer						
		WESTWOOD ONE INC /DE/ [WON]				(Check all applicable)					
(Last)	(First) (.	Middle)					X_ Director 10% Owner Officer (give title Other (specify				
C/O WEST 57TH ST 15	(Month/Day/Year) 05/19/2005				below)	below)					
(Street) 4. If Amendment, Date Ori Filed(Month/Day/Year)				-	al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
NEW YOR	K, NY 10019						Person		1 0		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned		
	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount	(D) Price					
Reminder: Rep	ort on a separate line	for each cl	ass of sec	urities bene	Perso inforr requi	ons who res nation cont red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					sposed of, or convertible	Beneficially Owner securities)	đ			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	of Derivative	Expiration Date	of Underlying	Deriva

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Security (Instr. 3)	5		ıy Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		Securities (Instr. 3 and 4)		Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
restricted stock unit	<u>(1)</u>	05/19/2005		А	5,018		(1)	(1)	common stock	5,018	<u>(1</u>)

Reporting Owners

Reporting Owner Name / Address							
1	Director	10% Owner	Officer	Other			
SULEMAN FARID C/O WESTWOOD ONE 40 WEST 57TH ST 15 FLR NEW YORK, NY 10019	Х						
Signatures							
David Hillman as attorney-in-fact for Farid Suleman 05/23/200							

**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).

Annual grant of restricted stock units that vest in equal one-third increments on May 19, 2006, 2007 and 2008, the value of which is

(1) 100% 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.

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.