Ming H Melvin Form 3 July 14, 2006

## FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 \*

Ming H Melvin

(Last)

(First)

(Middle)

(Month/Day/Year)

07/07/2006

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

WESTWOOD ONE INC /DE/ [WON]

C/O WESTWOOD ONE, 40

**WEST 57TH STREET** 

(Street)

Statement

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

\_X\_\_ Director Officer

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

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)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

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)

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

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

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

Date Exercisable

**Expiration Title** Date

Amount or Number of

Shares

Derivative Security

Direct (D) or Indirect (I)

(Instr. 5)

restricted stock unit  $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(1)}{=} \frac{\text{common}}{\text{stock}} 19,659 \quad \$ \stackrel{(1)}{=} \quad D \quad \hat{A}$ 

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Ming H Melvin

C/O WESTWOOD ONE
40 WEST 57TH STREET

NEW YORK, NYÂ 10019

## **Signatures**

David Hillman as attorney-in-fact for H. Melvin Ming 07/14/2006

\*\*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 August 6, 2007, July 7, 2008, and July 7, 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 as soon as

(1) practicable following the applicable vesting date unless the Reporting Person elects, by no later than August 6, 2007, to defer distribution of the shares of stock relating to the vested restricted stock units until either: (i) a date no earlier than July 7, 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