

BORTNICK CHARLES

Form 4

February 14, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BORTNICK CHARLES

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O WESTWOOD ONE, INC., 40
WEST 57TH STREET**

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Co-Chief Operating Officer

(Street)
NEW YORK, NY 10023

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Securities (Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
restricted stock unit	<u>(1)</u>	02/10/2006	A		25,000		<u>(1)</u>	<u>(1)</u>	common stock	25,000
stock option	\$ 14.27	02/10/2006	A		75,000		01/10/2007 <u>(2)</u>	02/10/2006	common stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BORTNICK CHARLES C/O WESTWOOD ONE, INC. 40 WEST 57TH STREET NEW YORK, NY 10023			Co-Chief Operating Officer	

Signatures

David Hillman as attorney-in-fact for Charles Bortnick

02/14/2006

**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).

- Grant of restricted stock units that vest in equal one-fourth increments on January 10, 2007, 2008, 2009 and 2010. The restricted stock units convert on a "1 for 1" basis. One share of common stock shall be distributed with respect to each vested restricted stock unit unless
- (1) the Reporting Person elects, within 30 days of grant date, to defer settlement of the restricted stock unit to a future date (i) no earlier than January 10, 2010; or (ii) six (6) months after the Reporting Person's "Termination" (as defined in the Westwood One, Inc. 2005 Equity Compensation Plan).
 - (2) Option to buy 75,000 shares of Westwood One, Inc. common stock that will become exercisable in equal one-fourth increments on January 10, 2007, 2008, 2009 and 2010.

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.