WESTWOOD ONE INC /DE/

Form 5

FORM 5

		TATES SECTION	ITIES ANI	FYCH	ANG	EF CC	MMISSION	OMB	3235-0	1363
Check this		RITIES AND EXCHANGE COMMISSION shington, D.C. 20549				Number:				
no longer	subject	, ,	washington, D.C. 2034)					Expires:	January 2	2005 2005
Torm For Form			ENT OF CHANGES IN BENEFICIAL RSHIP OF SECURITIES				Estimated average burden hours per response		1.0	
See Instruction 1(b). Form 3 Hore Reported Form 4 Transaction Reported	Filed purs Pldings Section 17(a	uant to Section 1) of the Public Ut 30(h) of the In	tility Holding	g Compa	ny A	ct of 1	1935 or Sectio	n		
Ming H Melvin Symbo			TWOOD ONE INC /DE/				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O WESTV	WOOD ONE, INC	(Month/D 12/31/2	ment for Issuer's Fiscal Year Ended /Day/Year) 2007				XDirector10% OwnerOfficer (give titleOther (specify below)			
WE31 3/11	(Street)		ndment, Date (nth/Day/Year)	Original		(5. Individual or Jo	oint/Group Rep	_	
NEW YORI	K, NY 10019					-	_X_ Form Filed by Form Filed by Person			
(City)	(State) (Z	Zip) Tabl	e I - Non-Deri	vative Sec	urities	s Acqui	ired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		ıl			
Common Stock	08/06/2007	Â	M4	6,682	A	\$0	23,689 (1)	D	Â	
	ort on a separate line f		contained in	n this for	m are	not re	llection of info equired to resp lid OMB contro	ond unless	SEC 2	227(9-02)

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

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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)	ive Expiration Date es (Month/Day/Year) ed (A) osed		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	08/06/2007	Â	M4	6,553	(2)	(2)	Common Stock	6,553

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Ming H Melvin C/O WESTWOOD ONE, INC. 40 WEST 57TH STREET NEW YORK, NY 10019	ÂX	Â	Â	Â		

Signatures

David Hillman, as attorney-in-fact for H. Melvin
Ming

**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) Includes 129 shares of dividend equivalents which accrued on such award prior to vesting.
 - Grant of restricted stock units on July 7, 2006 that vest (or vested) in equal one-third increments on August 6, 2007, July 7, 2008 and July 7, 2009. Accordingly on August 6, 2007, the 6,553 shares that vested on such date were settled by delivery of a corresponding number of
- (2) shares of the Issuer's common stock. The restricted stock units convert on a "1 for 1" basis. One share of stock is distributed with respect to each vested restricted stock unit as soon as practicable following the earlier of the vesting date or the Reporting Person's "Termination" (as such term is 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 provided 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.

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