

Chessare Stephen
 Form 3
 February 11, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Chessare Stephen | | (Month/Day/Year) | WESTWOOD ONE INC /DE/ [WWON] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1166 AVENUE OF THE AMERICAS,Â 10TH FLOOR | | 02/01/2011 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| NEW YORK,Â NYÂ 10036 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP, Sales | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--|------------|------------|--------------|--------|--------|---|---|
| Stock Option (right to buy) ⁽¹⁾ | 06/30/2009 | 06/30/2018 | Common Stock | 500 | \$ 248 | D | Â |
| Stock Option (right to buy) ⁽²⁾ | 02/12/2011 | 02/12/2020 | Common Stock | 40,000 | \$ 6 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chessare Stephen 1166 AVENUE OF THE AMERICAS 10TH FLOOR NEW YORK, NY 10036 | Â | Â | Â SVP, Sales | Â |

Signatures

David Hillman, as attorney-in-fact for Stephen
Chessare

02/11/2011

__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).

(1) Option to buy 500 shares of common stock of Westwood One, Inc. at \$248.00/share that became/will become exercisable in one-third increments on June 30, 2009, 2010 and 2011. Such option was awarded under the Westwood One, Inc. 1999 Stock Incentive Plan. The foregoing amounts (500 shares and \$248.00 exercise price) give effect to a 200 for 1 reverse stock split that occurred on August 3, 2009.

(2) Option to buy 40,000 shares of common stock of Westwood One, Inc. at \$6.00/share that will become exercisable in one-third increments on February 12, 2011, 2012 and 2013. Such option was awarded under the Westwood One, Inc. 2010 Equity Compensation Plan which is an amendment and restatement of 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.