

PATTIZ NORM
Form 4
March 24, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PATTIZ NORM

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

NEW YORK, NY 10019

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------|
| | | | | (A) or (D) | Price | | | |
| Common stock | 03/20/2008 | | P | 900 A | \$ 2.08 | 84,970 ⁽¹⁾ | I | Pattiz Family Trust |
| Common stock | 03/20/2008 | | P | 5,300 A | \$ 2.09 | 90,270 | I | Pattiz Family Trust |
| Common stock | 03/20/2008 | | P | 3,900 A | \$ 2.07 | 94,170 | I | Pattiz Family Trust |
| Common | 03/20/2008 | | P | 2 A | \$ 2.1 | 94,172 | I | Pattiz |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|------------------------|---|---------------------|
| stock | | | | | | | | Family Trust |
| Common stock | 03/24/2008 | P | 100 | A | \$ 2.0595 | 94,272 | I | Pattiz Family Trust |
| Common stock | 03/24/2008 | P | 1,100 | A | \$ 2.06 | 95,372 | I | Pattiz Family Trust |
| Common stock | 03/24/2008 | P | 100 | A | \$ 2.0695 | 95,472 | I | Pattiz Family Trust |
| Common stock | 03/24/2008 | P | 500 | A | \$ 2.07 | 95,972 | I | Pattiz Family Trust |
| Common stock | 03/24/2008 | P | 100 | A | \$ 2.0795 | 96,072 | I | Pattiz Family Trust |
| Common stock | 03/24/2008 | P | 800 | A | \$ 2.08 | 96,872 | I | Pattiz Family Trust |
| Common stock | 03/24/2008 | P | 800 | A | \$ 2.09 | 97,672 | I | Pattiz Family Trust |
| Common stock | 03/24/2008 | P | 100 | A | \$ 2.0995 | 97,772 | I | Pattiz Family Trust |
| Common stock | 03/24/2008 | P | 1,300 | A | \$ 2.1 | 99,072 | I | Pattiz Family Trust |
| Common stock | 03/24/2008 | P | 928 | A | \$ 2.11 | 100,000 | I | Pattiz Family Trust |
| Common stock | | | | | | 898,127 ⁽¹⁾ | D | |

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

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(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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PATTIZ NORM C/O WESTWOOD ONE, INC. 40 WEST 57TH STREET NEW YORK, NY 10019 | X | | Chairman of the Board | |

Signatures

David Hillman, as attorney-in-fact for Norm Pattiz
 Signature: _____ Date: 03/24/2008

**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).

Subsequent to the original date of purchase, the 84,070 shares purchased and held directly by Norm Pattiz on March 14, 2008 and March (1) 17, 2008 were transferred to the Pattiz Family Trust. Accordingly such shares are now included in the reporting person's total "indirect" shareholdings and have been removed from the reporting person's total "direct" shareholdings.

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