

BORTNICK CHARLES

Form 4/A

February 14, 2006

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

OMB APPROVAL

OMB  
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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

(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 10019**4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**02/14/2006**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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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

**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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount<br>of Underlying |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------|

## Edgar Filing: BORTNICK CHARLES - Form 4/A

| Security<br>(Instr. 3)   | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|--------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|------------------|-----|--------------------------------|--------------------|-----------------|-------------------------------------|
|                          |                                                   |                         | Code               | V                                                                              | (A)              | (D) | Date Exercisable               | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| restricted<br>stock unit | <u>(1)</u>                                        | 02/10/2006              | A                  |                                                                                | 25,000           |     | <u>(1)</u>                     | <u>(1)</u>         | common<br>stock | 25,000                              |
| stock<br>option          | \$ 14.27                                          | 02/10/2006              | A                  |                                                                                | 75,000           |     | 01/10/2007 <u>(2)</u>          | 02/10/2016         | common<br>stock | 75,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |                            |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                                         | Director      | 10% Owner | Officer                    | Other |
| BORTNICK CHARLES<br>C/O WESTWOOD ONE, INC.<br>40 WEST 57TH STREET<br>NEW YORK, NY 10019 |               |           | 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.