

BORTNICK CHARLES  
Form 4  
February 14, 2006

**FORM 4**

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

OMB APPROVAL

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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

(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**  
  
(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**

**NEW YORK, NY 10023**

(City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | 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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**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 <sup>(2)</sup> | 02/10/2006      | common 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 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.