

Little Grant F III
Form 3
March 21, 2006

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 *

^ Little Grant F III
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/14/2006

3. Issuer Name and Ticker or Trading Symbol
WESTWOOD ONE INC /DE/ [WON]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

C/O WESTWOOD ONE,
INC.,^ 40 WEST 57TH
STREET, 15TH FLOOR

(Street)

NEW YORK,^ NY^ 10019

(City) (State) (Zip)

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 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)

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.

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)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

				Shares		or Indirect (I) (Instr. 5)	
restricted stock unit	Â (1)	Â (1)	common stock	13,146	\$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Little Grant F III C/O WESTWOOD ONE, INC., 40 WEST 57TH STREET, 15TH FLOOR NEW YORK, NY 10019	Â X	Â	Â	Â

Signatures

David Hillman as attorney-in-fact for Grant F. Little, III	03/21/2006
<u> </u> 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).
- Grant of restricted stock units that vest in equal one-third increments on April 14, 2007, March 14, 2008 and March 14, 2009. The restricted stock units convert on a "1 for 1" basis. One share of stock shall be distributed with respect to each vested restricted stock unit (1) as soon as practicable following the applicable vesting date unless the Reporting Person elects, within 30 days of grant date, to defer distribution of the shares of stock relating to the vested restricted stock units until either: (i) a date no earlier than March 14, 2009; or (ii) the date of the Reporting Person's "Termination" (as 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 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.