

SECURITIES AND EXCHANGE COMMISSION

FORM 10-C

Form filed by an issuer whose securities are quoted on the Nasdaq interdealer quotation system. This form is used to report any change that exceeds five percent in the number of shares of the class outstanding and any change in the name of the issuer.

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FILER

WESTWOOD ONE INC /DE/

CIK: **771950** | IRS No.: **953980449** | State of Incorpor.: **DE** | Fiscal Year End: **1130**
Type: **10-C** | Act: **34** | File No.: **000-13020** | Film No.: **94516861**
SIC: **7900** Amusement & recreation services

Mailing Address
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-C
REPORT BY ISSUER OF SECURITIES QUOTED ON NASDAQ
INTERDEALER QUOTATION SYSTEM

Filed pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934 and
Rule 13a-17 or 15d-17 thereunder

WESTWOOD ONE, INC.

(Exact name of issuer as specified in charter)

9540 Washington Boulevard, Culver City, California 90232

(Address of principal executive offices)

Issuer's telephone number, including area code: (310) 204-5000

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the number of shares outstanding:

1. Title of security: Common Stock, \$.01 par value
2. Number of shares outstanding before the change: 19,816,096
3. Number of shares outstanding after the change: 24,816,096
4. Effective date of change: February 3, 1994
5. Method of change: Sale

Give brief description of transaction:

In connection with its acquisition of the Unistar Radio Networks, the Company sold 5,000,000 newly issued shares of the Company's Common Stock to a wholly-owned subsidiary of Infinity Broadcasting Corporation in a privately negotiated transaction. For more detailed discussions of the transaction, see the Company's Current Report on Form 8-K dated February 3, 1994 (File Number 0-13020) and the Company's January 7, 1994 proxy statement (File Number 0-13020) which are specifically incorporated herein by reference.

Date: March 18, 1994

/s/ FARID SULEMAN

Farid Suleman
Chief Financial Officer