

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Thompson Peter</u>  (Last) (First) (Middle) 1010 WAYNE AVENUE 14TH FLOOR  (Street) SILVER MD 20910 SPRING  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RADIO ONE, INC. [ ROIA/ROIAK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <b>CFO / EVP</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/06/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 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)
			Code	V	Amount	(A) or (D)	Price			
Class D Restricted Stock	10/06/2014		A		350,000 <sup>(1)</sup>	A	\$2.75	762,306 <sup>(2)</sup>	D	

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options	\$2.75	10/06/2014		A		225,000 <sup>(3)</sup>		12/31/2015	12/31/2025	Class D	225,000	\$0.00	762,306 <sup>(2)</sup>	D	

**Explanation of Responses:**

- Restricted shares of Class D common stock that will vest in three installments on the following dates as follows: 200,000 on April 6, 2015; 75,000 on December 31, 2015; and 75,000 on December 31, 2016.
- The reporting person beneficially owns a total of 762,306 shares of Radio One, Inc. stock as follows: (1) 112,306 shares of class D common Stock, (2) 350,000 restricted shares of Class D common stock, and (3) options to purchase 300,000 shares of Class D common stock, includes 225,000 with an exercise price of \$2.75.
- Options to purchase Class D common stock that will vest in two equal installments on the following dates: December 31, 2015 and December 31, 2016.

**Remarks:**

Linda J. Vilardo, Attorney-In-Fact 10/10/2014

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.