

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Mayo Barry A.</u>  (Last) (First) (Middle) <u>5900 PRINCESS GARDEN PARKWAY</u> <u>7TH FLOOR</u>  (Street) <u>LANHAM MD 20706</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President of the Radio Div.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			

**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
Stock (restricted stock) Class D Shares	\$0.38	06/05/2009		A		130,000		06/05/2010 <sup>(1)</sup>	06/05/2019	Class D Common Shares	130,000	\$0.00	230,000 <sup>(2)</sup>	D	

**Explanation of Responses:**

- These restricted shares will vest in three equal annual installments (33 1/3 percent installments) on the anniversary of the grant dates: June 5, 2010; June 5, 2011; and June 5, 2012. Restricted stock grants to vest upon a change of control.
- The total represents all shares held by the reporting person across all classes of Radio One, Inc. stock, Classes A, B, C and D. The reporting person beneficially owns a total of 230,000 Class D shares or options to purchase Class D shares granted and vesting as follows: (1) 50,000 restricted shares vesting in two equal annual installments (50 percent installments) on August 5, 2008 (vested) and 2009; (2) options to purchase 50,000 shares vesting in two equal annual installments (50 percent installments) on August 5, 2008 (vested) and 2009; and (3) 130,000 restricted shares vesting in three equal annual installments (33 1/3 percent installments) on June 5, 2010, 2011 and 2012.

**Remarks:**

Linda J. Vilardo, Attorney-In-Fact 06/09/2009

\*\* 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.