SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*
HUGHES CATHERINE L

(Last) (First) (Middle)
5900 PRINCESS GARDEN PARKWAY
7TH FLOOR
(Street)
LANHAM MD 20706
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
RADIO ONE INC [ROIA/ROIAK]

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2006

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director
X 10% Owner
X Officer (give title below)
Other (specify below)
Chairperson and Secretary

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			

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	Amount or Number of Shares				
Variable Prepaid Forward Sale Contract	(1)(2)	04/25/2006		J(1)(2)			1(1)(2)	(1)(2)	04/25/2008(1)(2)	Class D Common Stock	560,000	(1)(2)	1	I	See foonotes(1)(3)

Explanation of Responses:

1. On April 25, 2006, the Reporting Person, through the Catherine L. Hughes Revocable Trust (the "Revocable Trust") of which Ms. Hughes is the trustee and sole beneficiary, entered into a variable prepaid forward contract (the "Contract") for 560,000 shares of Class D common stock held by the Revocable Trust with a financial institution. Upon the expiration of the 24-month term of the Contract the Reporting Person will be required to either deliver to the financial institution a number of shares determined by the share price at the Contract's maturity date or to settle the contract with a cash payment.

2. Subject to a minimum and maximun delivery obligation, the number of shares deliverable will depend upon the closing price of the Class D common stock on the maturity date of the Contract. The minimum number of shares deliverable will be 466,667 and the maximum will be 560,000 shares. The execution price of the transaction was $7.5445 per share and the Reporting Person received an aggregate amount of $3,728,491.90.

3. The Revocable Trust owns 2,022,804 shares of Radio One, Inc. Class D common stock. Ms. Hughes is the trustee and sole beneficiary of the Revocable Trust.

Remarks:

Linda J. Eckard Vilardo
Attorney-in-fact
** Signature of Reporting Person

04/26/2006
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.