

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>LIGGINS ALFRED C</u>  (Last) (First) (Middle) 5900 PRINCESS GARDEN PARKWAY 7TH FLOOR  (Street) LANHAM MD 20706  (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)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Common Stock	02/02/2005		D <sup>(1)</sup>		1,125,000	D	\$15.78	10,538,582	I <sup>(2)</sup>	See footnote <sup>(2)</sup>

**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					

**Explanation of Responses:**

1. On April 9, 2001, the Reporting Person entered into a promissory note with the Company in connection with the Reporting Person's employment agreement. The terms of the promissory note permit satisfaction, in whole or in part, of the note with cash or common stock (based on the ten day average for the ten days preceding the transaction date of the closing prices of the sales of common stock). On February 2, 2005, the Reporting Person elected to satisfy the promissory note, in part, by transferring 1,125,000 shares of Class D common stock to the Company.

2. The Reporting Person holds a total of 10,538,582 shares of Class D common stock of Radio One, Inc. (the "Company") as follows: (1) 450,872 shares in his own name, (2) 3,845,614 shares are held by the Alfred C. Liggins, III Revocable Trust, and (3) 6,242,096 shares are held by the Hughes-Liggins Family Partners, LP, of which the Revocable Trust is a member of the general partner and a limited partner. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Linda J. Eckard Vilardo,  
Attorney-in-fact  
 \*\* Signature of Reporting Person      Date      02/03/2005

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.