

**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	
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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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO / EVP
	3. Date of Earliest Transaction (Month/Day/Year) 06/22/2015	
	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			
Class D common stock	06/22/2015		S		43,418	D	\$3.57	156,372 <sup>(1)</sup>	D	
Class D common stock	06/23/2015		S		40,582	D	\$3.55	115,790 <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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Mr. Thompson held 387,306 shares as of April 23, 2015, the filing date of our proxy statement. Those holdings included 200,000 shares that vested on April 20, 2015. In connection with that vesting, 91,840 shares were sold to satisfy his income tax obligations in accordance with Company policy. Thus, the 156,372 number reflects that reduction as well as the 20,700 shares sold on June 19, 2016 and the 43,418 shares sold on June 22, 2015. In addition to the 156,372 shares, Mr. Thompson also holds 75,000 restricted shares vesting December 31, 2015 and another 75,000 vesting December 31, 2016. Mr. Thompson further holds 75,000 options to purchase Class D shares with another 225,000 options vesting in equal 112,500 tranches on December 31, 2015 and December 31, 2016.

2. The reporting person beneficially owns a total of 115,790 shares of Class D common stock. In addition to the 115,790 shares, Mr. Thompson also holds 75,000 restricted shares vesting December 31, 2015 and another 75,000 vesting December 31, 2016. Mr. Thompson further holds 75,000 options to purchase Class D shares with another 225,000 options vesting in equal 112,500 tranches on December 31, 2015 and December 31, 2016, all as described above.

**Remarks:**

Peter Thompson 06/24/2015

\*\* 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.

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