

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HUGHES CATHERINE L</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) <u>Chairperson and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/21/2011	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/21/2011		s		45,261 ⁽¹⁾	D	\$1.19	6,718,661 ⁽²⁾⁽³⁾	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)		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)					

Explanation of Responses:

- Shares sold to satisfy tax obligation for shares vesting on November 19, 2011 and reported as acquired on January 7, 2010. The tax obligation was based on 100,000 shares (or 1/3 of the acquired amount) vesting at a price of \$1.19 per share.
- 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 6,718,661 shares of Radio One, Inc. stock as follows: (1) 1,000 shares of Class A common stock held by Catherine L. Hughes, (2) 851,536 shares of Class B common stock held by the Catherine L. Hughes Revocable Trust, (3) 247,366 shares of Class common stock held by the Catherine L. Hughes Revocable Trust U/A/D, (4) 1,124,560 shares of Class C common stock held by the Dynastic Trust U/A/D, (5) 192,142 shares of Class C common stock held by the Catherine L. Hughes Charitable Trust,
- (continued) (6) 1,510,669 shares of Class D common stock held by the Catherine L. Hughes Revocable Trust U/A/D, (7) 286,875 shares of Class D common stock held by the Catherine L. Hughes Charitable Trust (8) 1,749,464 shares of Class D common stock held by the Catherine L. Hughes Trust UA, (9) 15,605 shares of Class C common stock held through the Hughes-Liggins Co., LLC (10) 31,499 shares of Class D common stock held through the Hughes-Liggins Co., LLC, and (11) 707,945 shares of Class D common stock held by Catherine L. Hughes.

Remarks:

Linda J. Vilardo, Attorney in Fact 11/29/2011

** 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.