

**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
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1. Name and Address of Reporting Person* <u>Thompson Peter</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO / EVP
	3. Date of Earliest Transaction (Month/Day/Year) 06/29/2010	
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	06/25/2010		s		25,000 <sup>(1)</sup>	D	\$1.76	235,202 <sup>(2)</sup>	D	
Class D Common Stock	06/29/2010		s		16,132 <sup>(1)</sup>	D	\$1.34	219,070 <sup>(3)</sup>	D	
Class D Common Stock	06/30/2010		s		12,480 <sup>(1)</sup>	D	\$1.34	206,590 <sup>(4)</sup>	D	
Class D Common Stock	07/01/2010		s		5,352 <sup>(1)</sup>	D	\$1.23	201,238 <sup>(5)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Shares sold to satisfy tax obligation for shares vesting on June 5, 2010 and reported as acquired on January 7, 2010. The tax obligation was based 75,000 shares (or 1/3 of the acquired amount) vesting at a price of \$3.86 per share. Shares will continue to be sold over a period of time until the full amount of the tax obligation is settled. The ultimate number of shares sold to satisfy the tax obligation will depend upon the prices at which shares are sold and the number of shares sold at a given price.
- 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 (1) 185,202 restricted shares of Class D Common stock vesting as noted in footnote 1 above and (2) options to purchase 50,000 shares of Class D common stock.
- 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 (1) 176,220 restricted shares of Class D Common stock vesting as noted in footnote 1 above and (2) options to purchase 50,000 shares of Class D common stock.
- 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 (1) 163,740 restricted shares of Class D Common stock vesting as noted in footnote 1 above and (2) options to purchase 50,000 shares of Class D common stock.
- 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 (1) 158,388 restricted shares of Class D Common stock vesting as noted in footnote 1 above and (2) options to purchase 50,000 shares of Class D common stock.

**Remarks:**

Linda J. Vilardo, Attorney In Fact 07/06/2010

\*\* 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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