

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>LIGGINS ALFRED C</b>			2. Issuer Name and Ticker or Trading Symbol <b>RADIO ONE, INC. [ ROIA/ROIAK ]</b>			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) Other (specify below) <b>CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>10/06/2014</b>					
1010 WAYNE AVENUE 14TH FLOOR			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		
(Street)								
SILVER SPRING	MD	20910						
(City)	(State)	(Zip)						

**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 Restricted Stock	10/06/2014		A		913,000 <sup>(1)</sup>	A	\$2.75	14,714,930 <sup>(2)(3)</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						Title
Options	\$2.75	10/06/2014		A		587,000 <sup>(4)</sup>		04/06/2015	12/31/2025	Class D	587,000	\$0.00	14,714,930 <sup>(2)(3)</sup>	D	

**Explanation of Responses:**

- Restricted shares of Class D common stock that will vest in three equal installments on the following dates: April 6, 2015, December 31, 2015, and December 31, 2016.
- 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 14,714,930 shares of Radio One, Inc. stock as follows: (1) 574,909 shares of Class A common stock held by Alfred C. Liggins; (2) 2,010,307 shares of Class B common stock held by the Alfred C. Liggins Revocable Trust; (3) 605,313 shares of Class C common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (4) 920,456 shares of Class C common stock held by the Dynastic Trust U/A/D; (5) 15,605 shares of Class C common stock held by the Hughes-Liggins Co. LLC; (6) 2,870,614 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust; (7) 1,221,823 shares of Class D common stock held by the Alfred C. Liggins Revocable Trust U/A/D; (8) 1,519,128 shares of Class D common stock held by the Alfred C. Liggins Trust UA;
- continued: (9) 31,499 shares of Class D common stock held by the Hughes-Liggins Co. LLC; (10) 2,295,276 shares of Class D common stock held by Alfred C. Liggins; (11) 913,000 shares of Restricted Class D common stock granted in connection with the terms of his new employment terms as reported on Form 8K on October 6, 2014; and (12) options to purchase 1,737,000 shares of Class D common stock held by Alfred C. Liggins, includes 587,000 with an exercise price of \$2.75 granted in connection with the terms of his new employment terms as reported on Form 8K on October 6, 2014.
- Options to purchase Class D common stock that will vest in three equal installments on the following dates: April 6, 2015, December 31, 2015 and December 31, 2016.

**Remarks:**

Linda J. Vilardo, Attorney-In-Fact 10/10/2014

\*\* 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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