SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Jones Zemira Z. | | | 2. Date of Event Requiring Stater Month/Day/Yea 06/14/2007 | ment | 3. Issuer Name and Ticker or Trading Symbol <u>RADIO ONE INC</u> [ROIA/ROIAK] | | | | | | | |
|--|--|--|---|---|---|--|---|-----------------------------------|--|---|---------------|--|
| (Last) 5900 PRINCE | ast) (First) (Middle) 900 PRINCESS GARDEN PARKWAY | | | | 4. Relationship of Reporting Perso (Check all applicable) Director | | on(s) to Issue 10% Owne | (| 5. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| 7TH FLOOR | | | | | Х | Officer (give title below) VP of Operation | Other (spe below) | · 10 | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | |
| (Street) LANHAM | MD | 20706 | | | | vi or operation | 112 | | | ed by | More than One | |
| (City) | (State) | (Zip) | | | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securiti Underlying Derivative Security | | | 4. Conversi or Exerci | se Form: | . 1 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| | | | Date Exercisable | Expiration Date | Title | | Amount or Number of Shares | Price of Derivativ Security | ive or Indirect | | | |
| Stock Option (| right to buy) | | 01/01/2006 | 07/12/2014 | Cla | ass D Common Stock | 20,000 | 14.91 | D | | | |
| Stock Option (| right to buy) | | 05/17/2007 ⁽¹⁾ | 05/17/2015 | Cla | ss D Common Stock | 35,000 | 12.6 | D | | | |

Explanation of Responses:

1. The options vest in three equal installments on May 17, 2007, May 17, 2008 and May 17, 2009.

Remarks:

Linda J. Vilardo Attorney-In-Fact

07/24/2007

** 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 5 (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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