

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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**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

|                                                                                                                                                                                                                   |                                                                               |                                                                                                                                                                                                                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Fine Capital Partners, L.P.</u><br><br>(Last) (First) (Middle)<br>590 MADISON AVENUE<br>5TH FLOOR<br><br>(Street)<br>NEW YORK NY 10022<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>RADIO ONE INC [ ROIAK ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below)                   |
|                                                                                                                                                                                                                   | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/02/2009                |                                                                                                                                                                                                                    |
|                                                                                                                                                                                                                   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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, \$.001 par value | 11/02/2009                           |                                                    | S                              |   | 1,400,000                                                         | D          | \$1.8 | 3,717,898 <sup>(1)</sup>                                                                      | I                                                        | See Footnote <sup>(2)</sup>                           |

**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) |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

1. Name and Address of Reporting Person\*  
Fine Capital Partners, L.P.  
 (Last) (First) (Middle)  
 590 MADISON AVENUE  
 5TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Fine Capital Advisors, LLC  
 (Last) (First) (Middle)  
 590 MADISON AVENUE  
 5TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Fine Debra  
 (Last) (First) (Middle)

590 MADISON AVENUE  
5TH FLOOR

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(Street)  
NEW YORK NY 10022

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(City) (State) (Zip)

**Explanation of Responses:**

1. The filing of this Form 4 shall not be construed as an admission that (i) Fine Capital Partners, L.P. ("Capital Partners"), (ii) Fine Capital Advisors, LLC ("Capital Advisors") or (iii) Debra Fine is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the Class D Common Stock of Radio One, Inc. (the "Common Stock") held by (a) Dekel Partners, L.P. ("Dekel"), (b) Noga Partners, L.P. ("Noga"), and (c) Fine Partners I, L.P. ("Fine Partners"), and together with Dekel and Noga, the "Funds"). Pursuant to Rule 16a-1, each of Capital Partners, Capital Advisors and Debra Fine disclaim such beneficial ownership beyond their pecuniary interest in the Funds.
2. Capital Partners and its general partner, Capital Advisors, indirectly hold shares of Common Stock on behalf of the Funds. Debra Fine reports the shares of Common Stock indirectly held by Capital Advisors because, as the manager of Capital Advisors at the time of sale, she controlled the disposition and voting of the shares of Common Stock.

/s/ Debra Fine, manager of  
Fine Capital Partners, L.P. 11/04/2009

/s/ Debra Fine, manager of  
Fine Capital Advisors, LLC 11/04/2009

/s/ Debra Fine 11/04/2009

\*\* 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.**