

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

<p>1. Name and Address of Reporting Person *</p> <p><u>PITTMAN ROBERT W</u> (Last) (First) (Middle)</p> <p><u>c/o CC Media Holdings, Inc.</u> <u>200 East Basse Road</u> (Street)</p> <p><u>San Antonio TX 78209</u> (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>CC Media Holdings Inc [CCMO]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>01/13/2014</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer Other (give title below) (specify below) <u>Chairman & CEO</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 A Common Stock	01/13/2014		A		100,000	A	\$ 0 ⁽¹⁾	200,000	D	
Class A Common Stock								706,215	I	See Footnote ⁽²⁾

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date (Month/Day/Year)	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$36	01/13/2014		D			200,000	(3)	10/02/2021	Class A Common Stock	200,000	(3)	630,000	D	

Explanation of Responses:

- The reported item represents an award of restricted stock, 50,000 shares of which will vest on each of December 31, 2017 and December 31, 2018. An additional 250,000 shares will vest, if at all, based on achievement of performance conditions. The Reporting Person received the award under the Clear Channel 2008 Executive Incentive Plan.
- The reported item represents shares of Class A Common Stock beneficially owned by Pittman CC, LLC, a limited liability company controlled by the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Of the 830,000 shares originally subject to the stock option and reported on a Form 4 filed on October 4, 2011, stock options representing 200,000 shares were cancelled as described in the Reporting Person's Amendment to the Executive Option Agreement dated as of January 13, 2014. Of the remaining 630,000 shares subject to the stock option, 252,000 shares previously vested and 378,000 shares will vest ratably on the third, fourth and fifth anniversary of the October 2, 2011 grant date.

/s/ Michelle S. Miller, as attorney-in-fact on behalf of Robert
W. Pittman

01/13/2014

Date

** Signature of Reporting Person

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.