

Sisson Franklin Gay Jr
Form 4
November 15, 2005

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sisson Franklin Gay Jr

2. Issuer Name **and** Ticker or Trading
Symbol
Clear Channel Outdoor Holdings,
Inc. [CCO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Global Director-Sales/Mktg.

C/O CLEAR CHANNEL
OUTDOOR HOLDINGS, INC., 200
EAST BASSE ROAD

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SAN ANTONIO, TX 78209

(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 A Common Stock	11/11/2005		P		1,000	A	\$ 18 1,000
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (buy)	\$ 38.7453	11/11/2005		J ⁽⁴⁾		1,756		07/26/2004	07/26/2006	Class A Common Stock	1,756
Stock Option (buy)	\$ 37.9269	11/11/2005		J ⁽⁴⁾		4,918		02/28/2005	02/28/2007	Class A Common Stock	4,918
Stock Option (buy)	\$ 29.6015	11/11/2005		J ⁽⁴⁾		43,916		10/25/2005	10/25/2010	Class A Common Stock	43,916
Stock Option (buy)	\$ 33.0228	11/11/2005		J ⁽⁴⁾		4,918		⁽¹⁾	02/12/2008	Class A Common Stock	4,918
Stock Option (buy)	\$ 26.3454	11/11/2005		J ⁽⁴⁾		21,958		12/14/2006	12/14/2011	Class A Common Stock	21,958
Stock Option (buy)	\$ 20.8463	11/11/2005		J ⁽⁴⁾		21,080		⁽²⁾	02/19/2010	Class A Common Stock	21,080
Stock Option (buy)	\$ 25.3491	11/11/2005		J ⁽⁴⁾		26,350		12/31/2004	02/19/2009	Class A Common Stock	26,350
Stock Option (buy)	\$ 17.8861	11/11/2005		J ⁽⁴⁾		35,133		01/12/2010	01/12/2015	Class A Common Stock	35,133
Stock Option (buy)	\$ 18	11/11/2005		A		110,000		⁽³⁾	11/11/2012	Class A Common Stock	110,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Global Director-Sales/Mktg.

Sisson Franklin Gay Jr
C/O CLEAR CHANNEL OUTDOOR HOLDINGS,
INC.
200 EAST BASSE ROAD
SAN ANTONIO, TX 78209

Signatures

/s/ Franklin G.
Sisson, Jr.

11/15/2005

__Signature of Reporting
Person

Date

Explanation of Responses:

* 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).

- (1) Only vested shares can be exercised. As of November 11, 2005, 50% of these options had vested, the remaining 50% will vest on 02/12/06.
- (2) Only vested shares can be exercised. On 02/19/06, 25% of these options will vest, another 25% will vest on 02/19/07 and the remaining 50% will vest on 02/17/08.
- (3) Only vested shares can be exercised. On 11/11/08, 25% of these options will vest, another 25% will vest on 11/11/09 and the remaining 50% will vest on 11/11/10.
- (4) The options represent options granted to the reporting person in connection with his employment with Clear Channel Communications, Inc. ("CCC"). In connection with the issuer's initial public offering ("IPO"), options granted to employees of CCC who were to be employed by the issuer on a going forward basis were converted into options to purchase the issuer's stock at a rate based on the IPO price of \$18.00/share, as determined on 11/11/05, and the closing price of \$31.62/share of CCC common stock on 11/11/05.
- (5) Reporting person received the option in connection with his employment with the issuer under the Clear Channel Outdoor Holdings, Inc. 2005 Stock Incentive Plan.

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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