

HILL HERBERT W JR  
Form 4  
July 30, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HILL HERBERT W JR

2. Issuer Name and Ticker or Trading Symbol  
CLEAR CHANNEL COMMUNICATIONS INC [CCU]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. V.P. - CAO

(Last) (First) (Middle)  
C/O CLEAR CHANNEL COMMUNICATIONS, INC., 200 EAST BASSE ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2008

SAN ANTONIO, TX 78209

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

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

(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 Ownership (Instr. 4) |                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |                      |
| Common Stock                    | 07/30/2008                           |  | D                              |   | 108,988   | D  | 0                                 | D                    |
| Common Stock                    | 07/30/2008                           |  | D                              |   | 3,120   | D  | 0                                 | I By UGMA            |
| Common Stock                    | 07/30/2008                           |  | D                              |   | 1,200   | D  | 0                                 | I By Trust           |
| Common Stock                    | 07/30/2008                           |  | D                              |   | 1,600   | D  | 0                                 | I By H. Spencer Hill |

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

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SEC 1474  
(9-02)

**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 |
| Common Stock Options (right to buy)        | \$ 44.3093   | 07/30/2008                           |  | D                              |   | 10,444   |     | <u>(2)</u>  | 12/14/2008      | Common Stock | 10,444                     |
| Common Stock Options (right to buy)        | \$ 42.6338   | 07/30/2008                           |  | D                              |   | 10,444   |     | 12/31/2004  | 02/19/2009      | Common Stock | 10,444                     |
| Common Stock Options (right to buy)        | \$ 35.0606   | 07/30/2008                           |  | D                              |   | 10,444   |     | <u>(4)</u>  | 02/19/2010      | Common Stock | 10,444                     |
| Common Stock Options (right to buy)        | \$ 55.5398   | 07/30/2008                           |  | D                              |   | 1,799  |     | 02/12/2006  | 02/12/2011      | Common Stock | 1,799                      |
| Common Stock Options (right to buy)        | \$ 30.3107   | 07/30/2008                           |  | D                              |   | 5,182  |     | 01/12/2010  | 01/12/2015      | Common Stock | 5,182                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| HILL HERBERT W JR<br>C/O CLEAR CHANNEL COMMUNICATIONS, INC.<br>200 EAST BASSE ROAD<br>SAN ANTONIO, TX 78209 |               |           | Sr. V.P. - CAO |       |

## Signatures

/s/ Herbert W.  
Hill, Jr. 07/30/2008

\*\*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) Disposed of pursuant to merger agreement (the "Merger Agreement") between Clear Channel Communications, Inc. and BT Triple Crown Merger Co., Inc., B Triple Crown Finco, LLC, T Triple Crown Finco, LLC and CC Media Holdings, Inc. ("CC Media"), as amended in exchange for, on a per share basis, either a cash payment of \$36.00 or one share of CC Media Class A Common Stock ("Class A Stock").
- (2) These options, which provided for vesting of 2,611 shares on December 14, 2004, 2,611 shares on December 14, 2005 and 5,222 shares on December 14, 2006, were canceled pursuant to the Merger Agreement in exchange for, on a per option basis, either a cash payment of \$36.00 or one share of Class A Stock, less the exercise price of the option.
- (3) These options were canceled pursuant to the Merger Agreement in exchange for, on a per option basis, either a cash payment of \$36.00 or one share of Class A Stock, less the exercise price of the option.
- (4) These options, which provided for vesting of 1,898 shares on February 19, 2006, 1,898 shares on February 19, 2007 and 6,648 shares on February 19, 2008, were canceled pursuant to the Merger Agreement in exchange for, on a per option basis, either a cash payment of \$36.00 or one share of Class A Stock, less the exercise price of the option.

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 number.