

Tremblay Dale W
Form 4
April 25, 2019

FORM 4

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

OMB APPROVAL

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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 *
Tremblay Dale W

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)
04/23/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O CLEAR CHANNEL
OUTDOOR HOLDINGS,
INC., 20880 STONE OAK PKWY

(Street)

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

SAN ANTONIO, TX 78258

(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)
				(A) or (D)	Price		
Class A Common Stock	04/23/2019		M	7,500 A	\$ 1.162	129,204	D
Class A Common Stock	04/23/2019		M	2,500 A	\$ 1.162	131,704	D
Class A Common Stock	04/23/2019		M	10,000 A	\$ 4.974	141,704	D

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Class A
Common Stock 04/23/2019 M 16,493 A \$ 4.154 158,197 D

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

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(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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.162	04/23/2019		M	7,500	⁽¹⁾ 02/24/2020	Class A Common Stock	7,500
Stock Option (Right to Buy)	\$ 1.162	04/23/2019		M	2,500	⁽²⁾ 07/19/2020	Class A Common Stock	2,500
Stock Option (Right to Buy)	\$ 4.974	04/23/2019		M	10,000	⁽³⁾ 03/29/2022	Class A Common Stock	10,000
Stock Option (Right to Buy)	\$ 4.154	04/23/2019		M	16,493	⁽⁴⁾ 08/19/2024	Class A Common Stock	16,493

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tremblay Dale W C/O CLEAR CHANNEL OUTDOOR HOLDINGS, INC.	X			

20880 STONE OAK PKWY
SAN ANTONIO, TX 78258

Signatures

Lauren E. Dean, as Attorney-in-Fact for Dale W.
Tremblay

04/25/2019

__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) Stock options vested 25% per year commencing on February 24, 2011.
- (2) Stock options vested 25% per year commencing on July 19, 2011.
- (3) Stock options vested 25% per year commencing on March 29, 2013.
- (4) Stock options vested 25% per year commencing on August 19, 2014.

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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