

FORM 4

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

OMB APPROVAL

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

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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

<p>1. Name and Address of Reporting Person *</p> <p><u>Mays, Mark P.</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>11/12/2009</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 <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p><u>Chief Executive Officer</u></p> <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	11/12/2009		G		29,970 ⁽¹⁾	D	\$ 0	0	I	See Footnote (1)
Class A Common Stock	11/12/2009		G		29,970 ⁽¹⁾	A	\$ 0	29,970	I	By trusts
Class A Common Stock	05/13/2010		J ⁽²⁾		159,651	A	\$14	708,096	D	
Class A Common Stock	05/22/2010		F		7,009 ⁽³⁾	D	\$10	701,087	D	
Class A Common Stock	07/30/2010		F		33,740 ⁽³⁾	D	\$6.5	667,347	D	
Class A Common Stock	08/23/2010		J ⁽⁴⁾		179,141	A	\$36	667,347	D	
Class A Common Stock	08/23/2010		D		200,000	D	\$36	467,347	D	

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: 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				

Explanation of Responses:

1. These shares of Class A Common Stock were gifted by MPM Partners Ltd., of which the Reporting Person controls the sole general partner, to trusts for the benefit of the Reporting Person's children.
2. These shares of Class A Common Stock previously were contributed by the Reporting Person and by MPM Partners Ltd., of which the Reporting Person controls the sole general partner, to a grantor retained annuity trust, and were withdrawn by the Reporting Person from the grantor retained annuity trust on May 13, 2010.
3. Transaction represents shares withheld for taxes on vested restricted stock awards.
4. These shares of Class A Common Stock previously were contributed by the Reporting Person to a grantor retained annuity trust and were withdrawn by the Reporting Person from the grantor retained annuity trust on August 23, 2010.

Mark P. Mays

08/25/2010

** 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.