

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>CC Media Holdings Inc</u> (Last) (First) (Middle)</p> <p><u>200 East Basse Road</u> (Street)</p> <p><u>San Antonio TX 78209</u> (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p><u>07/30/2008</u></p> <p>3. Issuer Name and Ticker or Trading Symbol</p> <p><u>Clear Channel Outdoor Holdings, Inc. [CCO]</u></p> <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)</p> <p><input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)</p>	<p>5. If Amendment, Date of Original Filed (Month/Day/Year)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(1) (2)	(1) (2)	Class A Common Stock	315,000,000	(3)	I	See footnote.(4)

1. Name and Address of Reporting Person *		
CC Media Holdings Inc		
(Last)	(First)	(Middle)
200 East Basse Road		
(Street)		
San Antonio	TX	78209
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Clear Channel Capital I, LLC		
(Last)	(First)	(Middle)
200 EAST BASSE ROAD		
(Street)		
SAN ANTONIO	TX	78209
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Clear Channel Capital II, LLC		
(Last)	(First)	(Middle)
200 EAST BASSE ROAD		
(Street)		
SAN ANTONIO	TX	78209
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Class B Common Stock of the Issuer is convertible at any time into one share of Class A Common Stock, subject to certain limited exceptions.
- Each share of Class B Common Stock will automatically convert into one share of Class A Common Stock upon any transfer, subject to certain limited exceptions.
- Any conversions are effected on a one-for-one basis.

4. CC Media Holdings, Inc., Clear Channel Capital II, LLC and Clear Channel Capital I, LLC are indirect beneficial owners of the reported securities. These shares are directly owned by Clear Channel Holdings, Inc., which is an indirect wholly owned subsidiary of Clear Channel Capital I, LLC, which is a direct wholly owned subsidiary of Clear Channel Capital II, LLC, which is a direct wholly owned subsidiary of CC Media Holdings, Inc.

/s/ Hamlet T. Newsom, Jr., as Vice President, Associate
 General Counsel and Assistant Secretary of Clear Channel
 Capital II, LLC

08/16/2011

Date

** Signature of Reporting Person

/s/ Hamlet T. Newsom, Jr., as Vice President, Associate
 General Counsel and Assistant Secretary of CC Media
 Holdings, Inc.

08/16/2011

Date

** Signature of Reporting Person

/s/ Hamlet T. Newsom, Jr., as Vice President, Associate
 General Counsel and Assistant Secretary of Clear Channel
 Capital I, LLC

08/16/2011

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 5(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.