

ENTERCOM COMMUNICATIONS CORP

Form 4

October 18, 2013

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 *
FIELD JOSEPH M

(Last) (First) (Middle)

**C/O ENTERCOM
COMMUNICATIONS CORP., 401
CITY AVENUE, SUITE 809**

(Street)

BALA CYNWYD, PA 19004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**ENTERCOM COMMUNICATIONS
CORP [ETM]**

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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, par value \$.01 per share	10/16/2013		S		203	D	\$ 9	336,632	I	By LLC, Spouse and Trust <u>(1)</u> <u>(2)</u>
Class A Common Stock, par value \$.01 per share	10/17/2013		S		950	D	\$ 9.0066 <u>(3)</u>	335,682	I	By LLC, Spouse and Trust <u>(1)</u> <u>(4)</u>

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Class A Common Stock, par value \$.01 per share	10/18/2013	S	1,010	D	\$ 9.14	334,672	I	By LLC, Spouse and Trust <u>(1)</u> <u>(5)</u>
Class A Common Stock, par value \$.01 per share						1,521,022	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELD JOSEPH M C/O ENTERCOM COMMUNICATIONS CORP. 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	X	X	Chairman	

Signatures

Joseph M. Field by Andrew P. Sutor, IV, authorized
signatory

10/18/2013

**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) The Reporting Person is the sole trustee of the trust that sold the subject shares. The sole beneficiary of the trust is the sister of the spouse of the Reporting Person. Accordingly, the Reporting Person is deemed to indirectly beneficially own these shares. These shares were sold pursuant to the trust's 10b5-1 plan.

(2) As of October 16, 2013, these shares include 30,538 shares held by the Reporting Person as a trustee of a trust established for the benefit of the sister-in-law of the Reporting Person. *See* Note 5 for the Reporting Person's aggregate indirect beneficial ownership.

(3) The purchase prices ranged from \$9.00 to \$9.035 per share. Full information regarding the number of shares purchased at each separate price will be provided upon request to the Reporting Person by the Commission staff, the issuer or a security holder of the issuer.

(4) As of October 17, 2013, these shares include 29,588 shares held by the Reporting Person as a trustee of a trust established for the benefit of the sister-in-law of the Reporting Person. *See* Note 5 for the Reporting Person's aggregate indirect beneficial ownership.

(5) These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 100,000 shares are beneficially owned by a limited liability company the sole member of which is the Reporting Person (ii) 206,094 shares held by the spouse of the Reporting Person as a co-trustee of a trust established for the benefit of the daughter of the Reporting Person; and (iii) 28,578 shares held by the Reporting Person as a trustee of a trust established for the benefit of the sister-in-law of the Reporting Person.

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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