

ENTERCOM COMMUNICATIONS CORP

Form 4

August 17, 2006

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 *
WEST EDWARD H

(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)
07/07/2006

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)

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. 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 \$0.01 per share	07/07/2006		A		667	A	\$ 0 (1) 3,060	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 44.02	07/07/2006		D	5,000 (2)	(2) 04/01/2013		Class A Common Stock	5,000	
Stock Options (Right to Buy)	\$ 48.21	07/07/2006		D	5,000 (2)	(2) 02/10/2014		Class A Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

WEST EDWARD H
C/O ENTERCOM COMMUNICATIONS CORP.
401 CITY AVENUE, SUITE 809
BALA CYNWYD, PA 19004

X

Signatures

Edward H. West 08/16/2006

**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).

- These shares represent restricted stock issued in connection with the Issuer's Option Exchange Program (as described on Schedule TO filed June 5, 2006 as amended on June 23, 2006 and July 7, 2006) and are subject to time based vesting, as described in the grant instrument.
- (1) These derivative securities were tendered for exchange in connection with the Issuer's Option Exchange Program (as described on Schedule TO filed June 5, 2006 as amended on June 23, 2006 and July 7, 2006). All such derivative securities were vested and

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exercisable.

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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