

FIELD DAVID J
Form 4
February 14, 2012

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 *
FIELD DAVID J

2. Issuer Name and Ticker or Trading Symbol
ENTERCOM COMMUNICATIONS CORP [ETM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2012

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

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

(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

BALA CYNWYD, PA 19004

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, par value \$.01 per share	02/09/2012		F	D	5,550 (1)	\$ 8.34 (1)	1,505,523 D
Class A Common Stock, par value \$.01 per share	02/10/2012		F	D	2,775 (1)	\$ 8.09 (1)	1,502,748 D

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These shares were retained by the issuer in order to satisfy the tax obligations of the reporting person in connection with the vesting of shares of restricted stock.

- These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 206,094 shares held by a trust for the benefit of the sister of the Reporting Person for which the Reporting Person is a co-trustee; (ii) 438,876 shares held by a trust for the benefit of the
- (2) Reporting Person for which the Reporting Person is a co-trustee; (iii) 423,286 shares held by a trust for the benefit of the issue of the sister of the Reporting Person for which the Reporting Person is a co-trustee; and (iv) 498,286 shares held by a trust for the benefit of the issue of the Reporting Person for which the Reporting Person is a co-trustee.

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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