

ENTERCOM COMMUNICATIONS CORP

Form 4

December 16, 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
E. 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)
12/12/2013

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. 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)
Class A Common Stock, par value \$.01 per share	12/12/2013		G	V 50,000 D \$ 0	1,471,022	D	
Class A Common Stock, par value \$.01 per share	12/12/2013		G	V 50,000 D \$ 0	1,421,022	D	

Class A Common Stock, par value \$.01 per share	12/12/2013	S	3,000	D	\$ <u>9.566</u> (1)	277,560	I	By LLC, Spouse and Trust (2) (3)
Class A Common Stock, par value \$.01 per share	12/13/2013	S	8,100	D	\$ <u>9.808</u> (4)	269,460	I	By LLC, Spouse and Trust (2) (5)
Class A Common Stock, par value \$.01 per share	12/16/2013	S	5,500	D	\$ <u>9.8916</u> (6)	263,960	I	By LLC, Spouse and Trust (2) (7)

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 E. CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	X	X	Chairman	

Signatures

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

12/16/2013

__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 sale prices ranged from \$9.51 to \$9.58 per share. Full information regarding the number of shares sold 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.
- (2) The Reporting Person is the sole member of the limited liability company that sold the subject shares.
- (3) As of December 12, 2013, these shares include 49,888 shares held by the Reporting Person as the sole member of a limited liability company. See Note 7 for the Reporting Person's aggregate indirect beneficial ownership.
- (4) The sale prices ranged from \$9.75 to \$9.86 per share. Full information regarding the number of shares sold 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.
- (5) As of December 13, 2013, these shares include 41,788 shares held by the Reporting Person as the sole member of a limited liability company. See Note 7 for the Reporting Person's aggregate indirect beneficial ownership.
- (6) The sale prices ranged from \$9.76 to \$10.00 per share. Full information regarding the number of shares sold 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.
- (7) These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 36,288 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) 21,578 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. 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 number.