

ENTERCOM COMMUNICATIONS CORP

Form 4

December 23, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**12/20/2013**

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	12/20/2013		S		9,593	D	\$ 9.8789 <sup>(1)</sup>	227,672	I	By LLC, Spouse and Trust <sup>(2)</sup> <sup>(3)</sup>
Class A Common Stock, par value \$.01 per share	12/23/2013		G	V	25,000	D	\$ 0	1,396,022	D	

Class A

Common

Stock, par 12/23/2013

value \$.01

per share

G V 25,000 D \$ 0 1,371,022 D

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

**Persons who 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.**

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

12/23/2013

\*\*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)

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The sale prices ranged from \$9.76 to \$9.92 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.

These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 206,094 shares held by the spouse of the Reporting

- (3) Person as a co-trustee of a trust established for the benefit of the daughter of the Reporting Person; and (ii) 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.

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