

ENTERCOM COMMUNICATIONS CORP  
 Form 4  
 August 17, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 BERKMAN 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)  
 C/O ENTERCOM COMMUNICATIONS CORP., 401 CITY AVENUE, SUITE 809  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/07/2006

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

BALA CYNWYD, PA 19004  
 (City) (State) (Zip)

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

**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	07/07/2006		A	1,500	A	\$ 0 (1)	8,630	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**

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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 42.875	07/07/2006		D	5,000 (2)	(2) 02/25/2010	Class A Common Stock	5,000
Stock Options (Right to Buy)	\$ 40	07/07/2006		D	2,500 (2)	(2) 01/09/2011	Class A Common Stock	2,500
Stock Options (Right to Buy)	\$ 48	07/07/2006		D	5,000 (2)	(2) 02/01/2012	Class A Common Stock	5,000
Stock Options (Right to Buy)	\$ 45.03	07/07/2006		D	5,000 (2)	(2) 02/25/2013	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

BERKMAN DAVID J  
C/O ENTERCOM COMMUNICATIONS CORP.  
401 CITY AVENUE, SUITE 809  
BALA CYNWYD, PA 19004

X

## Signatures

David J.  
Berkman

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).

(1) 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.

(2) 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 exercisable.

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.