

ENTERCOM COMMUNICATIONS CORP

Form 4

November 20, 2013

FORM 4

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

OMB APPROVAL

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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 *
FIELD JOSEPH M

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)
11/18/2013

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, par value \$.01 per share	11/18/2013		S	1,164	D \$ 9.5253 (1)	331,536	I By LLC, Spouse and Trust (2) (3)
Class A Common Stock, par value \$.01 per share	11/19/2013		S	581	D \$ 9.501 (4)	330,955	I By LLC, Spouse and Trust (2) (5)

Class A Common Stock, par value \$.01 per share	11/20/2013	S	20	D	\$ 9.5	330,935	I	By LLC, Spouse and Trust <u>(2) (6)</u>
Class A Common Stock, par value \$.01 per share						1,521,022	D	

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

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(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 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	X	X	Chairman	

Signatures

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

11/20/2013

**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 \$9.50 to \$9.66 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 trustee of the trust that sold the subject shares. The sole beneficiary of the trust is the sister of the spouse of the Reporting Person. Accordingly, the Reporting Person is deemed to indirectly beneficially own these shares. These shares were sold pursuant to the trust's 10b5-1 plan.

(3) As of November 18, 2013, these shares include 25,442 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. *See* Note 6 for the Reporting Person's aggregate indirect beneficial ownership.

(4) The sale prices ranged from \$9.50 to \$9.52 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 November 19, 2013, these shares include 24,861 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. *See* Note 6 for the Reporting Person's aggregate indirect beneficial ownership.

(6) These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 100,000 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) 24,841 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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