

ENTERCOM COMMUNICATIONS CORP
 Form 4
 October 15, 2013

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 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)
 10/11/2013

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	10/11/2013		S	750	D \$ 9	338,922	I By LLC, Spouse and Trust (1) (2)
Class A Common Stock, par value \$.01 per share	10/14/2013		S	2,087	D \$ 9.0135 (3)	336,835	I By LLC, Spouse and Trust (1) (4)

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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.

- (2) As of October 11, 2013, these shares include 32,828 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 4 for the Reporting Person's aggregate indirect beneficial ownership.
- (3) The purchase prices ranged from \$9.00 to \$9.04 per share. Full information regarding the number of shares purchased 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.

- 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) 30,741 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.
- (4)

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.