

EVERETT RALPH B
Form 4
December 31, 2008

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 *
EVERETT RALPH B

2. Issuer Name and Ticker or Trading Symbol
CUMULUS MEDIA INC [CMLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3280 PEACHTREE ST NW #2300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2008

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

ATLANTA, GA 30305

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

(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 Ownership (Instr. 4) | |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock, \$.01 par value | 12/30/2008 | | A | 11,797 | A | \$ 0 (1) | 19,297 | 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)

Edgar Filing: EVERETT RALPH B - Form 4

| 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---------------------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 6.44 | 12/30/2008 | | D | | 20,000 | | <u>(2)</u> | 10/02/2010 | Class A Common Stock, \$.01 par value | 20,000 |
| Employee Stock Option (right to buy) | \$ 5.92 | 12/30/2008 | | D | | 35,000 | | <u>(2)</u> | 04/12/2011 | Class A Common Stock, \$.01 par value | 35,000 |
| Employee Stock Option (right to buy) | \$ 14.62 | 12/30/2008 | | D | | 35,000 | | <u>(2)</u> | 03/01/2012 | Class A Common Stock, \$.01 par value | 35,000 |
| Employee Stock Option (right to buy) | \$ 14.03 | 12/30/2008 | | D | | 35,000 | | <u>(2)</u> | 03/04/2013 | Class A Common Stock, \$.01 par value | 35,000 |
| Employee Stock Option (right to buy) | \$ 19.38 | 12/30/2008 | | D | | 35,000 | | <u>(2)</u> | 05/13/2014 | Class A Common Stock, \$.01 par value | 35,000 |
| Employee Stock Option (right to buy) | \$ 14.36 | 12/30/2008 | | D | | 35,000 | | <u>(3)</u> | 04/07/2015 | Class A Common Stock, \$.01 par value | 35,000 |
| Employee Stock Option (right to buy) | \$ 9.4 | 12/30/2008 | | D | | 35,000 | | <u>(4)</u> | 08/04/2016 | Class A Common Stock, \$.01 par value | 35,000 |
| | \$ 2.54 | 12/30/2008 | | A | | 15,150 | | <u>(5)</u> | 12/30/2018 | | 15,150 |

