

FIELD JOSEPH M  
Form 4  
December 21, 2006

**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

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(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)  
12/20/2006

☐ 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<br>Security<br>(Instr. 3)                       | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Class A<br>Common<br>Stock, par<br>value \$.01<br>per share | 12/20/2006                              |                                                             | C                                       | V 225,000 A                                                         | \$ 0<br>(1) 255,989                                                                                                | D                                                                    |                                                                                |
| Class A<br>Common<br>Stock, par<br>value \$.01<br>per share | 12/20/2006                              |                                                             | G                                       | V 225,000 D                                                         | \$ 0 30,989                                                                                                        | D                                                                    |                                                                                |

# Edgar Filing: FIELD JOSEPH M - Form 4

Class A  
Common  
Stock, par  
value \$.01  
per share

472,040 I

By Spouse  
and By  
Trust <sup>(2)</sup>

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<br>Derivative<br>Security<br>(Instr. 3)            | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|----------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Class B<br>Common<br>Stock, par<br>value<br>\$.01 per<br>share | <u>(1)</u>                                                         | 12/20/2006                              |                                                             | C V                                     | 225,000                                                                                                   | <u>(3)</u> <u>(3)</u>                                          | Class A<br>Common<br>Stock                                          | 225,000                             |
| Class B<br>Common<br>Stock, par<br>value<br>\$.01 per<br>share | <u>(1)</u>                                                         |                                         |                                                             |                                         |                                                                                                           | <u>(3)</u> <u>(3)</u>                                          | Class A<br>Common<br>Stock                                          | 330,000                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |          |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                                                                            | Director      | 10% Owner | Officer  | Other |
| FIELD JOSEPH M<br>C/O ENTERCOM COMMUNICATIONS CORP.<br>401 CITY AVENUE, SUITE 809<br>BALA CYNWYD, PA 19004 | X             | X         | Chairman |       |

## Signatures

Joseph M. Field

12/20/2006

\_\_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) Class B Common Stock automatically converts to Class A Common Stock on a one for one basis when sold or otherwise transferred by the Reporting Person.  
  
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's spouse; (ii) 132,368 shares held by the spouse of the Reporting Person as a co-trustee of a trust established for the benefit of the son of the Reporting Person; (iii) 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 (iv) 33,578 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.
- (3) Not applicable

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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