

FIELD JOSEPH M  
Form 4  
December 27, 2011

**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)  
  
C/O ENTERCOM COMMUNICATIONS CORP., 401 CITY AVENUE, SUITE 809  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/23/2011

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock, par value \$.01 per share | 12/23/2011                           |  | C                              | V 170,000 A   | Ⓐ 1,834,517   | D  |   |
| Class A Common Stock, par value \$.01 per share | 12/23/2011                           |  | G                              | V 170,000 D   | \$ 0 1,664,517  | D  |   |

|   |         |   |   |
|---|---------|---|---|
| Class A<br>Common<br>Stock, par<br>value \$.01<br>per share | 452,040 | I | By Spouse<br>and By<br>Trust <sup>(2)</sup> |
|---|---------|---|---|

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<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. 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 |                            |         |
|--|--|---|---|--------------------------------------|---|--|---|-------------------------------------|----------------------------|---------|
|  |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                               |                            |         |
| Class B<br>Common<br>Stock, par<br>value<br>\$.01 per<br>share | <u>(1)</u>   | 12/23/2011                              |   | C                                    | V   | 170,000  | <u>(3)</u>  | <u>(3)</u>                          | Class A<br>Common<br>Stock | 170,000 |
| 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 by John C. Donlevie, Authorized  
Signatory

12/27/2011

\_\_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) 112,368 shares held by the spouse of the Reporting

- (2) 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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