

SALEM MEDIA GROUP, INC. /DE/
Form 4
May 27, 2016

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 *
EVANS DAVID

2. Issuer Name and Ticker or Trading Symbol
SALEM MEDIA GROUP, INC.
/DE/ [SALM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4880 SANTA ROSA ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - New Media

CAMARILLO, CA 93012

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/25/2016		S		8,901	D	\$ 6.75 25,000
Class A Common Stock	05/25/2016		M		746	A	\$ 2.74 25,746
Class A Common Stock	05/25/2016		S		746	D	\$ 6.75 25,000
Class A Common	05/27/2016		M		12,558	A	\$ 2.74 37,558

Stock

Class A Common Stock	05/27/2016	M	36,496	A	\$ 2.74	74,054	D
Class A Common Stock	05/27/2016	M	200	A	\$ 2.74	74,254	D
Class A Common Stock	05/27/2016	S	200	D	\$ 6.71	74,054	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.74	05/25/2016		M	746	03/07/2012	03/07/2021	Class A Common Stock	746
Stock Option (right to buy)	\$ 2.74	05/27/2016		M	12,558	03/07/2012	03/07/2021	Class A Common Stock	12,558
Stock Option (right to buy)	\$ 2.74	05/27/2016		M	200	03/07/2012	03/07/2021	Class A Common Stock	200
Stock Option (right to buy)	\$ 2.74	05/27/2016		M	36,496	03/07/2012	03/07/2021	Class A Common Stock	36,496

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVANS DAVID 4880 SANTA ROSA ROAD CAMARILLO, CA 93012			President - New Media	

Signatures

/s/Christopher J. Henderson, Attorney-in-fact for David A.R. Evans pursuant to a continuing
Power of Attorney

05/27/2016

__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).

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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