CUMULUS MEDIA INC

Form 4 June 19, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

DICKEY JOHN W

1. Name and Address of Reporting Person *

			CUMULUS MEDIA INC [CMLS]				S]	(Check all applicable)		
			3. Date of Earliest Transaction (Month/Day/Year) 05/29/2014				Director 10% Owner X Officer (give title Other (specify below) EVP & Co-COO			
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)						Person		
	` '						_	uired, Disposed o		-
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securitien(A) or Disp (Instr. 3, 4)	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Class A Common Stock, \$.01 par value	05/29/2014			G <u>(1)</u>	100,000	D	\$ 0	2,390,293	D	
Class A Common Stock, \$.01 par value	06/16/2014			G <u>(1)</u>	100,000	D	\$0	2,290,293	D	
Class A Common Stock, \$.01 par value	06/18/2014			G <u>(1)</u>	100,000	D	\$0	2,190,293	D	

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Class A Common Stock, \$.01 par value	05/29/2014	G <u>(1)</u>	100,000	A	\$ 0	100,000	I	By spouse
Class A Common Stock, \$.01 par value	06/03/2014	S	24,000	D	\$ 6.3	76,000	I	By spouse
Class A Common Stock, \$.01 par value	06/16/2014	G <u>(1)</u>	100,000	A	\$ 0	176,000	I	By spouse
Class A Common Stock, \$.01 par value	06/18/2014	G <u>(1)</u>	100,000	A	\$0	276,000	I	By spouse

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ	re		Securit	ties	(Instr. 5)
	Derivative				Securities	S		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration		Number	
						Exercisable	isable Date		of	
				Code	V (A) (D)				Shares	
				Code	v (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DICKEY JOHN W			EVP & Co-COO					
3280 PEACHTREE ROAD, NW								

Reporting Owners 2

SUITE 2300 ATLANTA, GA 30305

Signatures

/s/ Richard S.
Denning 06/19/2014

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transfer of stock as a spousal gift.

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.

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