

FIELD JOSEPH M
Form 4
November 21, 2017

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

5. Relationship of Reporting Person(s) to Issuer

ENTERCOM COMMUNICATIONS CORP [ETM]

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O ENTERCOM COMMUNICATIONS CORP., 401 E. CITY AVENUE, SUITE 809

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

(Street)

BALA CYNWYD, PA 19004

(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 Indirect Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|---------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock, par value \$0.01 per share | 11/17/2017 | | C | | 2,522,333 | A | Ⓛ 3,529,177 | D | |
| Class A Common Stock, par value | 11/17/2017 | | C | | 330,000 | A | Ⓛ 1,151,115 | I | By Spouse and by Trust ⁽⁴⁾ |

\$0.01 per share

Class A
Common
Stock, par
value
\$0.01 per
share

| | | | | | | |
|------------|---|---------|---|-----------------------------|-----------|---|
| 11/20/2017 | P | 100,000 | A | \$ 11.7947 <u>(2)</u> | 3,629,177 | D |
|------------|---|---------|---|-----------------------------|-----------|---|

Class A
Common
Stock, par
value
\$0.01 per
share

| | | | | | | |
|------------|---|--------|---|-----------------------------|-----------|---|
| 11/21/2017 | P | 80,282 | A | \$ 11.6276 <u>(3)</u> | 3,709,459 | 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.

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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 |
| Class B Common Stock, par value \$.01 per share | <u>(1)</u> | 11/17/2017 | | C | 2,522,333 | <u>(5)</u> <u>(5)</u> | Class A Common Stock 2,522,333 |
| Class B Common Stock, par value \$.01 per share | <u>(1)</u> | 11/17/2017 | | C | 330,000 | <u>(5)</u> <u>(5)</u> | Class A Common Stock 330,000 |

Reporting Owners

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

Signatures

Joseph M. Field by Andrew P. Sutor, IV., authorized signatory

11/21/2017

**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 converts to Class A Common Stock on a one for one basis.

(2) The purchase prices ranged from \$11.70 to \$11.85 per share. Full information regarding the number of shares purchased at each separate price will be provided upon request to the Reporting Person by the Commission staff, the issuer or a security holder of the issuer.

(3) The purchase prices ranged from \$11.50 to \$11.85 per share. Full information regarding the number of shares purchased at each separate price will be provided upon request to the Reporting Person by the Commission staff, the issuer or a security holder of the issuer.

(4) These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 799,537 shares held by a trust for the benefit of the Reporting Person for which the Reporting Person is a trustee; (ii) 21,578 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; and (iii) 330,000 shares held by the spouse of the Reporting Person.

(5) 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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