

FIELD JOSEPH M
Form 4
February 13, 2019

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2019

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

C/O ENTERCOM COMMUNICATIONS CORP., 401 E. 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 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)
Class A Common Stock, par value \$0.01 per share				(A) or (D)	Amount		
Class A Common Stock, par value \$0.01 per share	02/01/2019		M	3,000 A	\$ 1.34	I	By Spouse and by Trust (1) (2)
Class A Common Stock, par value \$0.01 per share					40,990	D	
Class A Common Stock, par value \$0.01 per share					10,178,344	I	

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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)
Employee Stock Option (Right to Buy)	\$ 1.34	02/01/2019		M	3,000	02/10/2013 ⁽³⁾ 02/10/2019	Class A Common Stock, par value \$.01 per share

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

02/13/2019

__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) These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 6,530,817 shares held by a trust for the benefit of the Reporting Person for which the Reporting Person is a trustee; (ii) 3,295,949 held by the Reporting Person as the trustee of a grantor retained annuity trust for the benefit of the daughter of the Reporting Person for which the Reporting Person is the sole trustee, (iii)

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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 (iv) 330,000 shares held by the spouse of the Reporting Person.

- (2) Upon exercise, the Reporting Person transferred these shares to a trust for the benefit of the Reporting Person for which the Reporting Person is a trustee, thus the form of ownership was immediately changed from direct to indirect.
- (3) The Reporting Person was granted 3,000 options on February 10, 2009. These options vested in equal installments on February 10, 2010, 2011, 2012 and 2013.

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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