

ENTERCOM COMMUNICATIONS CORP
Form SC 13G/A
February 14, 2002

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

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

Entercom Communications Corp.

(Name of Issuer)

Class A Common Stock, par value \$.01 per share

(Title of Class of Securities)

293639100

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 293639100

1. Name of Reporting Persons: David J. Field
I.R.S. Identification Nos. of above persons. N/A

2. Check the Appropriate Box if a Member of a Group

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(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization United States

Number of Shares	5. Sole Voting Power	212,601
Beneficially Owned By		
Each Reporting Person	6. Shared Voting Power	1,816,542
With		

	7. Sole Dispositive Power	212,601
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	8. Shared Dispositive Power	1,816,542
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9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,029,143

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9) 5.8%

12. Type of Reporting Person IN

ITEM 1.

(a) Name of Issuer: Entercom Communications Corp.

(b) Address of Issuer's Principal Executive Offices: 401 City Avenue, Suite 409, Bala Cynwyd, PA 19004

ITEM 2.

(a) Name of Person Filing: David J. Field

(b) Address of Principal Business Office or, if none, Residence: 401 City Avenue, Suite 409, Bala Cynwyd, PA 19004

(c) Citizenship: United States

(d) Title of Class of Securities: Class A Common Stock, par value \$.01 per share

(e) CUSIP Number: 293639100

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ITEM 3.

N/A

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 2,029,143

(b) Percent of class: 5.8%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 212,601 (includes 212,501 vested options).

(ii) Shared power to vote or to direct the vote: 1,816,542.

(iii) Sole power to dispose or to direct the disposition of: 212,601 (includes 212,501 vested options).

(iv) Shares power to dispose or to direct the disposition of: 1,816,542.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

N/A

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

N/A

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2002

Date

/s/ David J. Field

Signature

David J. Field, President and Chief Operating
Officer of Entercom Communications Corp.

Name/Title