

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

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(Title of Class of Securities)

293639100

-----  
(CUSIP Number)

December 31, 2001

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(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

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

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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  
Beneficially Owned  
By Each Reporting  
Person With

5. Sole Voting Power

112,229

6. Shared Voting Power

560,011

7. Sole Dispositive Power

112,229

8. Shared Dispositive Power

560,011

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,002,586

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

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

2.9%

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: Marie H. 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 (the "Class A Common Stock")

(e) CUSIP Number: 293639100

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ITEM 3.

Not Applicable.

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: 1,002,586 (includes 38,678 shares and 291,668 vested options, each beneficially owned by Joseph M. Field, spouse of the reporting person, because the reporting person is deemed to beneficially own the shares of Class A Common Stock held by her spouse)
- (b) Percent of class: 2.9%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 112,229 (includes 5,834 vested options and 1,250 options that will vest on 2/25/02).
  - (ii) Shared power to vote or to direct the vote: 560,011.
  - (iii) Sole power to dispose or to direct the disposition of: 112,229 (includes 5,834 vested options and 1,250 options that will vest on 2/25/02).
  - (iv) Shared power to dispose or to direct the disposition of: 560,011.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following, [ X ].

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

Joseph M. Field, spouse of the reporting person, has the right to receive and the power to direct the receipt of dividends from, and the proceeds of the sale of, 330,346 of the shares of Class A Common Stock beneficially owned by the reporting person.

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

Not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

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ITEM 10. CERTIFICATION

Not applicable.

SIGNATURE

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/ Marie H. Field

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Signature

Marie H. Field

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Name/Title