

FIELD JOSEPH M

Form 4

April 16, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2018

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

(Street)
BALA CYNWYD, PA 19004

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

(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 Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share	04/12/2018		P ⁽¹⁾	184,125	A \$ 9.5862 (2)	6,071,022	D
Class A Common Stock, par value	04/13/2018		P ⁽¹⁾	125,000	A \$ 9.6455 (3)	6,196,022	D

\$0.01 per
share

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

04/16/2018

P⁽¹⁾

106,000 A

\$
9.7581
⁽⁴⁾

6,302,022 D

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

1,151,115 I

By
Spouse
and by
Trust ⁽⁵⁾

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

04/16/2018

__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) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 26, 2018.
 - (2) The purchase prices ranged from \$9.475 to \$9.75 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 \$9.575 to \$9.75 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) The purchase prices ranged from \$9.65 to \$9.95 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.
- 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)

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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