

ENTERCOM COMMUNICATIONS CORP
Form 4
June 24, 2008

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)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/23/2008

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

BALA CYNWYD, PA 19004

(City) (State) (Zip)

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

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)
			Code	V	Amount or Price		
Class A Common Stock, par value \$.01 per share	06/23/2008		P		1,800 A \$ 7.35	57,145	D
Class A Common Stock, par value \$.01 per share	06/23/2008		P		1,500 A \$ 7.36	58,645	D

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Class A Common Stock, par value \$.01 per share	06/23/2008	P	7,400	A	\$ 7.37	66,045	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	22,600	A	\$ 7.38	88,645	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	19,600	A	\$ 7.39	108,245	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	15,700	A	\$ 7.4	123,945	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	12,500	A	\$ 7.41	136,445	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	4,600	A	\$ 7.42	141,045	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	600	A	\$ 7.43	141,645	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	2,500	A	\$ 7.44	144,145	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	1,300	A	\$ 7.45	145,445	D
	06/23/2008	P	5,700	A		151,145	D

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Class A Common Stock, par value \$.01 per share					\$ 7.46		
Class A Common Stock, par value \$.01 per share	06/23/2008	P	500	A	\$ 7.48	151,645	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	1,100	A	\$ 7.49	152,745	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	200	A	\$ 7.5	152,945	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	400	A	\$ 7.51	153,345	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	300	A	\$ 7.57	153,645	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	1,200	A	\$ 7.58	154,845	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	100	A	\$ 7.59	154,945	D
Class A Common Stock, par value \$.01 per share	06/23/2008	P	300	A	\$ 7.6	155,245	D
	06/23/2008	P	400	A		155,645	D

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Class A Common Stock, par value \$.01 per share					\$ 7.61			
Class A Common Stock, par value \$.01 per share	06/23/2008	P	1,300	A	\$ 7.62	156,945	D	
Class A Common Stock, par value \$.01 per share	06/23/2008	P	200	A	\$ 7.63	157,145	D	
Class A Common Stock, par value \$.01 per share						452,040	I	By Spouse and By Trust <u>(1)</u>

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

FIELD JOSEPH M C/O ENTERCOM COMMUNICATIONS CORP. 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	X	X	Chairman
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Signatures

Joseph M. Field 06/24/2008

__Signature of Date
 Reporting Person

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).
- These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 100,000 shares are beneficially owned by a limited liability company the sole member of which is the Reporting Person's spouse; (ii) 112,368 shares held by the spouse of the Reporting Person as a co-trustee of a trust established for the benefit of the son of the Reporting Person; (iii) 206,094 shares held by the spouse of the Reporting Person as a co-trustee of a trust established for the benefit of the daughter of the Reporting Person; and (iv) 33,578 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.