

FISHER STEPHEN F
Form 4
May 16, 2013

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 *
FISHER STEPHEN F

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)
05/14/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. VP and CFO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock, par value \$.01 per share	05/14/2013		M		10,000 A \$ 1.34	524,688	D
Class A Common Stock, par value \$.01 per share	05/14/2013		S		10,000 D \$ 9.2485	514,688	D

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Class A Common Stock, par value \$.01 per share	05/15/2013	S	10,000	D	\$ 9.2387 (2)	504,688	D
Class A Common Stock, par value \$.01 per share	05/15/2013	F	10,807 (3)	D	\$ 9.35 (3)	493,861	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.34	05/14/2013		M	10,000	02/10/2011	02/10/2019	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER STEPHEN F C/O ENTERCOM COMMUNICATIONS CORP. 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004			Exec. VP and CFO	

Signatures

Stephen F.
Fisher

05/16/2013

__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 sale prices ranged from \$9.20 to \$9.321 per share. Full information regarding the number of shares sold 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.
- (2) The sale prices ranged from \$9.19 to \$9.2912 per share. Full information regarding the number of shares sold 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) These shares were retained by the Issuer in order to satisfy the tax obligations of the reporting person in connection with the vesting of shares of restricted stock.
- (4) The Reporting Person was granted 80,000 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. 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.