

ENTERCOM COMMUNICATIONS CORP
 Form 4
 November 21, 2016

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 *
KRAMER LOUISE C

 (Last) (First) (Middle)

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

 (Street)

BALA CYNWYD, PA 19004

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENTERCOM COMMUNICATIONS CORP [ETM]

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operating Officer

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, par value \$.01 per share	11/17/2016		M	A	4,002	\$ 1.34	377,238 D
Class A Common Stock, par value \$.01	11/17/2016		S	D	4,002	\$ 15.3275 <u>(1)</u>	373,266 D

per share

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

11/18/2016 M 40,611 A \$ 1.34 413,877 D

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

11/18/2016 S 40,611 D \$ 15.3407 373,266 D
(2)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.34	11/17/2016		M	4,002	02/10/2012 ⁽³⁾ 02/10/2019	Class A Common Stock	4,002
Employee Stock Option (Right to Buy)	\$ 1.34	11/18/2016		M	40,611	02/10/2012 ⁽³⁾ 02/10/2019	Class A Common Stock	40,611

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KRAMER LOUISE C
C/O ENTERCOM COMMUNICATIONS CORP.
401 E. CITY AVENUE, SUITE 809
BALA CYNWYD, PA 19004

Chief Operating Officer

Signatures

Louise C. Kramer by Andrew P. Sutor, IV, authorized
signatory

11/21/2016

__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 \$15.20 to \$15.405 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 \$15.25 to \$15.455 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) The Reporting Person was granted 50,000 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.