

BOYNTON EDWIN R  
Form SC 13G  
February 09, 2009

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934 (Amendment No. )**

**Entercom Communications Corp. (Name of Issuer)**

**Class A Common Stock, par value \$0.01 per share (Title of Class of Securities)**

**293639100 (CUSIP Number)**

**July 1, 2003**

**(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 PERSON.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

**Edwin R. Boynton**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**United States of America**

Number of Shares	5.	Sole Voting Power	<b>520,000</b>
Beneficially Owned By			
Each Reporting Person	6.	Shared Voting Power	<b>1,973,598</b>
With			
	7.	Sole Dispositive Power	<b>520,000</b>
	8.	Shared Dispositive Power	<b>1,973,598</b>

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,493,598**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**8.46%**

12. TYPE OF REPORTING PERSON (See Instructions)

**IN**

CUSIP No. 293639100

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*Explanatory Note:* All shares reflected on this Schedule 13G are beneficially owned by the reporting person as a trustee of six trusts. As of July 1, 2003, the reporting person became a successor co-trustee to four of these trusts. The original co-trustee that he replaced filed a Schedule 13G reflecting beneficial ownership of shares held by these trusts on February 15, 2000. Since the filing of Amendment 3 to that Schedule 13G on February 11, 2003 reflecting beneficial ownership of 1,973,598 shares, there have been no changes in the number of shares held by each of these four trusts. The reporting person is also the sole trustee of two recently formed trusts which own an aggregate of 520,000 shares that were gifted to the trusts in January 2009.

Item 1. Issuer Information

(a) Name of Issuer:

Entercom Communications Corp.

(b) Address of Issuer's Principal Executive Offices:

Entercom Communications Corp.  
401 City Avenue, Suite 809  
Bala Cynwyd, Pennsylvania 19004

Item 2. Reporting Persons Information

(a) Name of Person Filing:

Edwin R. Boynton

(b) Address of Principal Business Office or, if none, Residence

Stradley Ronon Stevens & Young, LLP  
Attention: Edwin R. Boynton  
Great Valley Corporate Center  
30 Valley Stream Parkway  
Malvern, PA 19355-1481

(c) Citizenship

United States of America

(d) Title of Class of Securities

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

(e) CUSIP Number

293639100

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned: .....**2,493,598**

(b) Percent of Class: .....**8.46%**

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: **520,000**

(ii) shared power to vote or to direct the vote: **1,973,598**

(iii) sole power to dispose or to direct the disposition of: **520,000**

(iv) shared power to dispose or to direct the disposition of: **1,973,598**

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Shares beneficially owned by the reporting person include: (i) 1,973,598 shares of Class A common stock held by the reporting person as a co-trustee of four trusts; and (ii) 520,000 shares of Class A common stock held by the reporting person as the sole trustee of two trusts.

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.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**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 5, 2009

Date

/s/ Edwin R. Boynton

Signature

Edwin R. Boynton

Name/Title

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