

ELKINS S GORDON  
Form SC 13G/A  
February 12, 2009

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 4)**

**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)

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1. NAME OF REPORTING PERSON.  
I. R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
**S. Gordon Elkins**
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 Beneficially Owned By 5. Sole Voting Power 22,223

Each Reporting Person With	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	22,223
	8.	Shared Dispositive Power	0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>22,223.</b> Includes <b>19,445</b> shares of Class A common stock which may be acquired through the exercise of stock options.		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]		
11.	<b>Less than 0.01 %</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12.	<b>IN</b>	TYPE OF REPORTING PERSON (See Instructions)	

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**Explanatory Note:** As of July 1, 2003, the reporting person resigned as co-trustee of four trusts and sole trustee of one trust. Prior to resigning as trustee/co-trustee of these five trusts, the reporting person filed an Amendment No. 3 to Schedule 13G on February 11, 2003 reflecting beneficial ownership of 2,226,204 shares of Class A common stock, which included: (i) 1,973,598 shares of Class A common stock held as co-trustee of four trusts; (ii) 227,994 shares of Class A common stock held as sole trustee of one trust; and (iii) 19,445 shares of Class A common stock which may be acquired by the reporting person through the exercise of stock options. The reporting person is deceased.

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: S. Gordon Elkins
- (b) Address of Principal Business Office or, if none, Residence

Entercom Communications Corp.  
401 City Avenue, Suite 409  
Bala Cynwyd, Pennsylvania 19004

- (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  
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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: 22,223

Includes 19,445 shares of Class A common stock which may be acquired through the exercise of stock options.

- (b) Percent of Class: Less than 0.01%

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

(i) sole power to vote or to direct the vote:	22,223
(ii) shared power to vote or to direct the vote:	0
(iii) sole power to dispose or to direct the disposition of:	22,223
(iv) shared power to dispose or to direct the disposition of:	0

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. |X|

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

Not applicable.

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

Not applicable.

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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 6, 2009

Date

/s/ Ethel B. Elkins

Signature

Ethel B. Elkins

Executrix of the Estate of S. Gordon Elkins, Dec'd

Name/Title

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