

BEASLEY BROADCAST GROUP INC
 Form 4
 May 23, 2005

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 *
 Entercom INC

2. Issuer Name and Ticker or Trading Symbol
 BEASLEY BROADCAST GROUP INC [BBGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 401 CITY AVENUE, SUITE 809
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2005

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

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
 ___X___ 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 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 (D) Price			
Class A Common Stock	05/19/2005		S	50,000 D	\$ 734,500 ⁽¹⁾ 16.9	D	

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Entercom INC 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004		X		
ENTERCOM RADIO LLC 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004		X		
ENTERCOM COMMUNICATIONS CORP 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004		X		
FIELD JOSEPH M 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004		X		

Signatures

Entercom Incorporated, f/k/a Entercom Delaware Holding Corporation, by John C. Donlevie, President	05/23/2005
<p>__Signature of Reporting Person</p>	Date
Entercom Radio, LLC, by John C. Donlevie, Executive Vice President	05/23/2005
<p>__Signature of Reporting Person</p>	Date
Entercom Communications Corp., by John C. Donlevie, Executive Vice President	05/23/2005
<p>__Signature of Reporting Person</p>	Date
Joseph M. Field	05/23/2005
<p>__Signature of Reporting Person</p>	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).

Entercom Incorporated ("EI"), formerly known as Entercom Delaware Holding Corporation, is a wholly owned subsidiary of Entercom Radio, LLC ("ER"), whose address is 401 City Avenue, Suite 809, Bala Cynwyd, Pennsylvania 19004. ER is a wholly owned subsidiary of Entercom Communications Corp. ("EC") whose address is 401 City Avenue, Suite 809, Bala Cynwyd, Pennsylvania 19004. Joseph M.

- (1) Field, whose address is 401 City Avenue, Suite 809, Bala Cynwyd, Pennsylvania 19004, is the Chairman of EC and beneficially owns approximately 60.43% of the total voting power of all of the common stock of EC. Accordingly, securities owned by EI may be regarded as being beneficially owned by ER, securities owned by ER may be regarded as being beneficially owned by EC, and securities owned by EC may be regarded as being beneficially owned by Joseph M. Field.

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.