FIELD DAVID J Form 4

August 03, 2007

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Last)

(City)

C/O ENTERCOM

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* FIELD DAVID J

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol

**ENTERCOM COMMUNICATIONS** 

(Check all applicable)

President and CEO

CORP [ETM]

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 08/02/2007

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

(Zip)

**COMMUNICATIONS CORP., 401** CITY AVENUE, SUITE 809

4. If Amendment, Date Original

Code V

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BALA CYNWYD, PA 19004

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Price (D)

Transaction(s) (Instr. 3 and 4)

Class A Common

08/02/2007 Stock, par

A 112,500 434,688

D

Ι

per share Class A

value \$.01

Common Stock, par

1,566,542

By Trust (2)

value \$.01 per share

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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)

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. Transactio Code (Instr. 8)	5. Number of or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous Numb Shares
Stock Options (Right to Buy)	\$ 23.87 (3)	08/02/2007		A	400,000	08/02/2008(4)	08/01/2017	Class A Common Stock	400,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FIELD DAVID J						
C/O ENTERCOM COMMUNICATIONS CORP.	v		President and CEO			
401 CITY AVENUE, SUITE 809	A Flesident and CEC					
BALA CYNWYD, PA 19004						

## **Signatures**

David J. Field by Andrew P. Sutor, IV, authorized signatory 08/03/2007

\*\*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) These shares represent restricted stock subject to performance based vesting, as described in the grant instrument.
  - These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 206,094 shares held by a trust for the benefit of the sister of the Reporting Person for which the Reporting Person is a co-trustee: (ii) 438,876 shares held by a trust for the benefit of the
- (2) Reporting Person for which the Reporting Person is a co-trustee; (iii) 423,286 shares held by a trust for the benefit of the issue of the sister of the Reporting Person for which the Reporting Person is a co-trustee; and (iv) 498,286 shares held by a trust for the benefit of the issue of the Reporting Person for which the Reporting Person is a co-trustee.
- (3) The exercise price of these options is approximately 14% greater than the NYSE closing price of the Company's common stock on the grant date.

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(4) These options become exercisable in four equal annual installments beginning on August 2, 2008.

#### **Remarks:**

**Exhibit List:** 

#### Exhibit 24 - Power of Attorney

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.