

SHERIDAN ROBERT H III
 Form 4
 January 02, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 SHERIDAN ROBERT H III

2. Issuer Name and Ticker or Trading Symbol
 CUMULUS MEDIA INC [CMLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

100 N TRYON ST., 25TH FLOOR

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2008

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

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

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 Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V	Amount	(D) Price
Class A Common Stock	12/30/2008		A	10,258	A	16,258	D (2) (3)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options (Right to Buy)	\$ 14.62	12/30/2008		D		(4)	03/01/2012	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 14.03	12/30/2008		D		(5)	03/04/2013	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 19.38	12/30/2008		D		(6)	05/13/2014	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 14.36	12/30/2008		D		(7)	04/07/2015	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 9.4	12/30/2008		D		(8)	08/04/2016	Class A Common Stock	40,000
Director Stock Options (Right to Buy)	\$ 2.54	12/30/2008		A	13,498	(9)	12/30/2018	Class A Common Stock	13,498
Director Stock Options (Right to Buy)	\$ 2.92	12/30/2008		A	13,498	(9)	12/30/2018	Class A Common Stock	13,498
Director Stock Options	\$ 3.3	12/30/2008		A	13,497	(9)	12/30/2018	Class A Common Stock	13,497

