

ENTERCOM COMMUNICATIONS CORP
Form SC 13G/A
February 14, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

Entercom Communications Corp.

(Name of Issuer)

Class A Common Stock, par value \$.01 per share

(Title of Class of Securities)

293639100

(CUSIP Number)

December 31, 2001

(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 Persons: Joseph M. Field
I.R.S. Identification Nos. of above persons. N/A

2. Check the Appropriate Box if a Member of a Group

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(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization United States

Number of Shares	5. Sole Voting Power	330,346
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Beneficially Owned	6. Shared Voting Power	106,549
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By Each Reporting	7. Sole Dispositive Power	330,346
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Person With	8. Shared Dispositive Power	106,549
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9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,002,586

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9) 2.9%

12. Type of Reporting Person IN

ITEM 1.

(a) Name of Issuer: Entercom Communications Corp.

(b) Address of Issuer's Principal Executive Offices: 401 City Avenue, Suite 409, Bala Cynwyd, PA 19004

ITEM 2.

(a) Name of Person Filing: Joseph M. Field

(b) Address of Principal Business Office or, if none, Residence: 401 City Avenue, Suite 409, Bala Cynwyd, PA 19004

(c) Citizenship: United States

(d) Title of Class of Securities: Class A Common Stock, par value \$.01 per share (the "Class A Common Stock")

(e) CUSIP Number: 293639100

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ITEM 3.

Not applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,002,586 (includes 558,607 shares, 5,834 vested options and 1,250 options that will vest on 2/25/02, each beneficially owned by Marie H. Field, spouse of the reporting person, because the reporting person is deemed to beneficially own the shares of Class A Common Stock held by his spouse)
- (b) Percent of class: 2.9%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 330,346 (includes 291,668 vested options).
 - (ii) Shared power to vote or to direct the vote 106,549.
 - (iii) Sole power to dispose or to direct the disposition of 330,346 (includes 291,668 vested options).
 - (iv) Shares power to dispose or to direct the disposition of 106,549.

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.

Marie H. Field, spouse of the reporting person, has the right to receive and the power to direct the receipt of dividends from, and the proceeds of the sale of, 565,691 of the shares of Class A Common Stock beneficially owned by the reporting person.

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.

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ITEM 10. CERTIFICATION

Not applicable.

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 14, 2002

Date

/s/ Joseph M. Field

Signature

Joseph M. Field, Chairman of the Board and Chief
Executive Officer of Entercom Communications Corp.

Name/Title