

ENTERCOM COMMUNICATIONS CORP

Form 4

April 10, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading  
Symbol

ENTERCOM COMMUNICATIONS  
CORP [ETM]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

04/06/2006

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

President and CEO

C/O ENTERCOM  
COMMUNICATIONS CORP., 401  
CITY AVENUE, SUITE 809

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

BALA CYNWYD, PA 19004

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock, par value \$.01 per share	04/06/2006		A		90,000	A \$ 0 <u>(1)</u>	105,100	D	
Class A Common Stock, par value \$.01 per share	04/06/2006		A		110,000	A \$ 0 <u>(2)</u>	215,100	D	

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

1,566,542 I

By Trust  
(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)

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. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

David J. Field 04/07/2006

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 time based vesting, as described in the grant instrument.

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- (2) 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

- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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