

DONLEVIE JOHN C  
 Form 4  
 May 15, 2009

**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 \*  
 DONLEVIE JOHN C

2. Issuer Name and Ticker or Trading Symbol  
 ENTERCOM COMMUNICATIONS CORP [ETM]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec. VP and Secretary

(Last) (First) (Middle)  
 C/O ENTERCOM COMMUNICATIONS CORP., 401 CITY AVENUE, SUITE 809  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2009

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  
 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)	Price		
				Code	V	Amount	
Class A Common Stock, par value \$.01 per share	05/15/2009		A	16,667	A	(1)	116,558 (2) D
Class A Common Stock, par value \$.01 per share	05/15/2009		A	24,692	A	(3)	141,250 D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 27.75	05/15/2009		D	25,000	<sup>(4)</sup> 11/20/2010	Class A Common Stock	25,000
Stock Options (Right to Buy)	\$ 35.05	05/15/2009		D	25,000	<sup>(4)</sup> 11/08/2014	Class A Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONLEVIE JOHN C C/O ENTERCOM COMMUNICATIONS CORP. 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	X		Exec. VP and Secretary	

## Signatures

John C.  
Donlevie

05/15/2009

\_\_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)

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These shares represent restricted stock units issued in connection with the Issuer's Option Exchange Program (as described in Schedule TO filed April 13, 2009) and are subject to time based vesting, as described in the grant instrument.

- (2) During the first quarter of 2009, the Reporting Person purchased an aggregate of 11,369 shares of Class A Common Stock through the Entercom Employee Stock Purchase Plan.
- (3) These shares represent restricted stock units subject to time based vesting, as described in the grant instrument.
- (4) These derivative securities were tendered for exchange in connection with the Issuer's Option Exchange Program (as described in Schedule TO filed April 13, 2009).

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.