FIELD DAVID J Form 4 July 02, 2010

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION O

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3235-0287

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Washington, D.C. 20549

Number: 3235-0287 Expires: January 31,

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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response...

Form 4 or Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to

Symbol

06/30/2010

ENTERCOM COMMUNICATIONS CORP [ETM]

(Check all applicable)

President and CEO

(Last) (First) (Middle)

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

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

C/O ENTERCOM COMMUNICATIONS CORP., 401

(Street)

06/30/2010

CITY AVENUE, SUITE 809

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)
\_X\_ Form filed by One Reporting Person

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

D

Person

Issuer

below)

BALA CYNWYD, PA 19004

Stock, par

value \$.01 per share

(City)	(State)	(Zip) Tabl	e I - Non	-D	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8	3)	4. Securitin(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Class A Common			Code	V	Amount	(D)	Price			
Stock, par value \$.01 per share	03/04/2010		G	V	10,000	D	\$0	929,295	D	
Class A Common					56 250					

(1)

D

\$0

873,045

D

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Class A Common Stock, par value \$.01 per share	06/30/2010	F	22,275	D	\$ 9.35 (2)	850,770	D	
Class A Common Stock, par value \$.01 per share						1,566,542	I	By Trust

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of	•
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ite	Amoun	t of	Derivative	ļ
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivative	e		Securit	ies	(Instr. 5)	1
	Derivative				Securities	3		(Instr. 3	3 and 4)		
	Security				Acquired						. 1
	•				(A) or						1
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration Date		or		
						Exercisable		Title Number			
									of		
				Code '	V (A) (D)				Shares		

# **Reporting Owners**

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

David J. Field by John C. Donlevie, authorized signatory

\*\*Signature of Reporting Person Date

Reporting Owners 2

07/02/2010

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### **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).
- On August 2, 2007, the Reporting Person was granted 112,500 shares of restricted stock subject to performance based vesting. The acquisition of these restricted shares was reported on a Form 4 on August 3, 2007. The measurement period to determine the vesting of these shares ended on June 30, 2010. In accordance with the vesting criteria set forth in the grant instrument, one-half of these shares vested, while the other half were forfeited.
- (2) These shares were retained by the Issuer in order to satisfy the tax obligations of the reporting person in connection with the vesting of shares of restricted stock.
  - 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. 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.