

FIELD JOSEPH M  
Form 4  
March 01, 2019

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FIELD JOSEPH M

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)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2019

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

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share	02/28/2019		P	100,000	A \$ 10,292,956 6.2198 (1)	I	By Spouse and by Trust (2)

\$0.01 per  
share

Class A  
Common  
Stock, par  
value  
\$0.01 per  
share

03/01/2019

P

100,000 A

\$

6.4123

10,392,956

I

By  
Spouse  
and by  
Trust <sup>(4)</sup>

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 JOSEPH M  
C/O ENTERCOM COMMUNICATIONS CORP.  
401 E. CITY AVENUE, SUITE 809  
BALA CYNWYD, PA 19004

X

Chairman Emeritus

## Signatures

Joseph M. Field by Andrew P. Sutor, IV, authorized  
signatory

02/28/2019

                    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) The purchase prices ranged from \$6.1577 to \$6.25 per share. Full information regarding the number of shares purchased at each separate price will be provided upon request to the Reporting Person by the Commission staff, the issuer or a security holder of the issuer.

These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 6,645,429 shares held by a trust for the benefit of the Reporting Person for which the Reporting Person is a trustee; (ii) 3,295,949 held by the Reporting Person as the trustee of a grantor

- (2) retained annuity trust for the benefit of the daughter of the Reporting Person for which the Reporting Person is the sole trustee, (iii) 21,578 shares held by the Reporting Person as a trustee of a trust established for the benefit of the sister-in-law of the Reporting Person; and (iv) 330,000 shares held by the spouse of the Reporting Person.

- (3) The purchase prices ranged from \$6.305 to \$6.50 per share. Full information regarding the number of shares purchased at each separate price will be provided upon request to the Reporting Person by the Commission staff, the issuer or a security holder of the issuer.

These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 6,745,429 shares held by a trust for the benefit of the Reporting Person for which the Reporting Person is a trustee; (ii) 3,295,949 held by the Reporting Person as the trustee of a grantor

- (4) retained annuity trust for the benefit of the daughter of the Reporting Person for which the Reporting Person is the sole trustee, (iii) 21,578 shares held by the Reporting Person as a trustee of a trust established for the benefit of the sister-in-law of the Reporting Person; and (iv) 330,000 shares held by the spouse of the Reporting Person.

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.