CUMULUS MEDIA INC

Form 5

January 17, 2008

FORM 5

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.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
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January 31,

OMB

Number:

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See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Ad DICKEY JOI	*	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	CUMULUS MEDIA INC [CMLS] 3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
	HO MEDI	A Â 2200	(Month/Day/Year) 12/31/2007	Director 10% Owner Other (specify below)			
C/O CUMULUS MEDIA, 3280 PEACHTREE ST NE #2300				EVP, Co-COO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			

ATLANTA, GAÂ 30305

(State)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(check applicable line)

(City)	(State)	Table I - Non-Derivative Securities Acquire					ed, 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. Securit (A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	04/25/2007	Â	F4	13,537	D	\$ 10.01	1,753,709	D	Â	
Class A Common Stock	07/25/2007	Â	F4	1,634	D	\$ 10.98	1,752,075	D	Â	
Class A Common Stock	10/25/2007	Â	F4	1,569	D	\$ 10.37	1,750,506	D	Â	

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

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SEC 2270 (9-02)

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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	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exerc Expiration Day/ (Month/Day/	ate	7. Title Amount Underly Securities	t of ying	8. Price of Derivative Security (Instr. 5)	
	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3	3 and 4)		
				(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DICKEY JOHN W							
C/O CUMULUS MEDIA	Â	Â	EVP, Co-COO	â			
3280 PEACHTREE ST NE #2300	А	А	Co-COO	А			
ATLANTA, GA 30305							

Signatures

/s/ Richard S. Denning -01/17/2008 Attorney-in-Fact **Signature of Reporting Person

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).

Date

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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