

FIELD JOSEPH M  
Form 4  
November 21, 2017

**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 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)  
11/17/2017

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

(Street)  
BALA CYNWYD, PA 19004

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ X Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(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	11/17/2017		C	2,522,333 A <u>1</u>	3,529,177	D	
Class A Common Stock, par value	11/17/2017		C	330,000 A <u>1</u>	1,151,115	I	By Spouse and by Trust <sup>(4)</sup>

\$0.01 per  
share

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

11/20/2017

P

100,000

A

\$

11.7947

3,629,177

D

(2)

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

11/21/2017

P

80,282

A

\$

11.6276

3,709,459

D

(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock, par value \$.01 per share	(1)	11/17/2017		C		2,522,333		(5)	(5)	Class A Common Stock	2,522,333
Class B Common Stock, par value \$.01 per share	(1)	11/17/2017		C		330,000		(5)	(5)	Class A Common Stock	330,000

## 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

11/21/2017

\_\_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) Class B Common Stock converts to Class A Common Stock on a one for one basis.

(2) The purchase prices ranged from \$11.70 to \$11.85 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.

(3) The purchase prices ranged from \$11.50 to \$11.85 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.

(4) These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 799,537 shares held by a trust for the benefit of the Reporting Person for which the Reporting Person is a trustee; (ii) 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 (iii) 330,000 shares held by the spouse of the Reporting Person.

(5) Not applicable

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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