

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**
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REPORTING OWNER

KRAMER LOUISE C

CIK: **1573439**

Type: **4** | Act: **34** | File No.: **001-14461** | Film No.: **13851464**

Mailing Address

*401 CITY AVENUE, SUITE
809
BALA CYNWYD PA 19004*

ISSUER

ENTERCOM COMMUNICATIONS CORP

CIK: **1067837** | IRS No.: **231701044** | State of Incorp.: **PA** | Fiscal Year End: **1231**
SIC: **4832** Radio broadcasting stations

Mailing Address

*401 CITY AVENUE
SUITE 809
BALA CYNWYD PA 19004*

Business Address

*401 CITY AVENUE
SUITE 809
BALA CYNWYD PA 19004
610-660-5610*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person KRAMER LOUISE C			2. Issuer Name and Ticker or Trading Symbol ENTERCOM COMMUNICATIONS CORP [ETM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Radio Group President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O ENTERCOM COMMUNICATIONS CORP., 401 CITY AVENUE, SUITE 809			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$.01 per share	05/15/2013		F		3,047 ⁽¹⁾	D	\$9.35 ⁽¹⁾	183,072	D	
Class A Common Stock, par value \$.01 per share	05/16/2013		A		25,000 ⁽²⁾	A	\$ 0	208,072	D	
Class A Common Stock, par value \$.01 per share								4,600	I	By trust and spouse ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

												of Shares															
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Explanation of Responses:

1. 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.
2. These shares represent restricted stock units subject to time based vesting, as described in the grant instrument.
3. These shares are indirectly beneficially owned by the Reporting Person as follows: (i) 2,000 shares held by the Reporting Person as a trustee of a trust established for the benefit of the spouse of the Reporting Person; and (ii) 2,600 shares held by the spouse of the Reporting person as a trustee of a trust established for the benefit of the Reporting Person.

Signatures

Louise C. Kramer
 ** Signature of Reporting Person

05/16/2013
 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * 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).
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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 Number.