

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

FISHER STEPHEN F

CIK: **1195146**

Type: **4** | Act: **34** | File No.: **001-14461** | Film No.: **13851500**

Mailing Address
C/O ENTERCOM
COMMUNICATIONS CORP.
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 FISHER STEPHEN F			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) Exec. VP and CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013			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	05/14/2013		<u>M</u>		10,000	A	\$1.34	524,688	D	
Class A Common Stock, par value \$.01 per share	05/14/2013		<u>S</u>		10,000	D	\$9.2485 ⁽¹⁾	514,688	D	
Class A Common Stock, par value \$.01 per share	05/15/2013		<u>S</u>		10,000	D	\$9.2387 ⁽²⁾	504,688	D	
Class A Common Stock, par value \$.01 per share	05/15/2013		<u>E</u>		10,807 ⁽³⁾	D	\$9.35 ⁽³⁾	493,861	D	

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$1.34	05/14/2013		<u>M</u>		10,000		02/10/2011	02/10/2019	Class A Common Stock	10,000	\$ 0	50,000 ⁽⁴⁾	D	

(Right to Buy)

Explanation of Responses:

1. The sale prices ranged from \$9.20 to \$9.321 per share. Full information regarding the number of shares sold 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.
2. The sale prices ranged from \$9.19 to \$9.2912 per share. Full information regarding the number of shares sold 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. 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.
4. The Reporting Person was granted 80,000 options on February 10, 2009. These options vested in equal installments on February 10, 2010, 2011, 2012 and 2013.

Signatures

Stephen F. Fisher

** 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.