

ENTERCOM COMMUNICATIONS CORP

Form 4

November 21, 2016

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
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(Print or Type Responses)

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

11/21/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Exec. VP and CFO

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

(Street)

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

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 \$.01 per share	11/21/2016		M	10,000	A \$ 1.34	531,597	D
Class A Common Stock, par value \$.01 per share	11/21/2016		S	10,000	D \$ (1) 15.1614	521,597	D

Class A

Common

Stock, par 11/21/2016

value \$.01

per share

G V 4,952 D \$ 0 516,645 D

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

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(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 Underlying Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 1.34	11/21/2016		M	10,000	02/10/2012 ⁽²⁾ 02/10/2019	Class A Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
FISHER STEPHEN F C/O ENTERCOM COMMUNICATIONS CORP. 401 E. CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004	Director 10% Owner Officer Other Exec. VP and CFO

Signatures

Stephen F. Fisher by Andrew P. Sutor, IV, Authorized
Signatory

11/21/2016

**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 sale prices ranged from \$14.95 to \$15.45 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 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

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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