

ENTERCOM COMMUNICATIONS CORP  
Form 4  
August 17, 2006

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(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)  
C/O ENTERCOM COMMUNICATIONS CORP., 401 CITY AVENUE, SUITE 809  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/07/2006

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Exec. VP and CFO

BALA CYNWYD, PA 19004  
(City) (State) (Zip)

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

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$.01 per share	07/07/2006		A		24,111	A	\$ 0 (1)
					155,928	D	

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

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(9-02)

number.

**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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 46.875	07/07/2006		D	90,000 (2)	(2) 10/26/2009	Class A Common Stock	90,000
Stock Options (Right to Buy)	\$ 41.875	07/07/2006		D	25,000 (2)	(2) 05/26/2010	Class A Common Stock	25,000
Stock Options (Right to Buy)	\$ 40	07/07/2006		D	50,000 (2)	(2) 01/09/2011	Class A Common Stock	50,000
Stock Options (Right to Buy)	\$ 48	07/07/2006		D	66,667 (2)	(2) 02/01/2012	Class A Common Stock	66,667
Stock Options (Right to Buy)	\$ 45.03	07/07/2006		D	80,000 (2)	(2) 02/25/2013	Class A Common Stock	80,000
Stock Options (Right to Buy)	\$ 48.21	07/07/2006		D	50,000 (2)	(2) 02/10/2014	Class A Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER STEPHEN F C/O ENTERCOM COMMUNICATIONS CORP.			Exec. VP and CFO	

