

SALEM COMMUNICATIONS CORP /DE/
Form 4
June 10, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ATSINGER EDWARD G III

2. Issuer Name and Ticker or Trading Symbol
SALEM COMMUNICATIONS CORP /DE/ [SALM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4880 SANTA ROSA ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

CAMARILLO, CA 93012

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

(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 or (D) Price		
Class A Common Stock	06/06/2014		M		8,502 (1) \$ 5.2	8,502	D
Class A Common Stock	06/06/2014		S		8,502 (1) \$ 8.6	0	D
Class A Common Stock	06/09/2014		M		65,256 (1) \$ 5.2	65,256	D
Class A Common	06/09/2014		S		65,256 (1) \$ 8.6	0	D

Stock						
Class A Common Stock				3,211,502	I	By Edward G. Atsinger III Trust ⁽²⁾
Class A Common Stock				1,090,078	I	By Ted Atsinger Irrevocable Trust ⁽³⁾
Class A Common Stock				25,000	I	By Atsinger 1999 Charitable Remainder Trust ⁽⁴⁾

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.

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 5.2	06/06/2014		M	8,502	03/08/2011	03/08/2016	Class A Common Stock	8,502
Stock Option (right to buy)	\$ 5.2	06/09/2014		M	5,256	03/08/2011	03/08/2016	Class A Common Stock	5,256
Stock Option (right to buy)	\$ 5.2	06/09/2014		M	20,000	03/08/2012	03/08/2017	Class A Common Stock	20,000
	\$ 5.2	06/09/2014		M	20,000	03/08/2013	03/08/2018		20,000

Stock Option (right to buy)									Class A Common Stock
Stock Option (right to buy)	\$ 5.2	06/09/2014		M	20,000	03/08/2014	03/08/2019		Class A Common Stock
									20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATSINGER EDWARD G III 4880 SANTA ROSA ROAD CAMARILLO, CA 93012	X		Chief Executive Officer	

Signatures

/s/Christopher J. Henderson Attorney-in-fact for Edward G. Atsinger III pursuant to a continuing Power of Attorney

06/09/2014

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2014.
- (2) By Edward G. Atsinger III, as Trustee of the Edward G. Atsinger III Trust.
- (3) By Edward G. Atsinger III, as Trustee of the Ted Atsinger Irrevocable Trust for all purposes other than voting.
- (4) By Edward G. Atsinger III, as Trustee of the Atsinger 1999 Charitable Remainder Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.