

ENTERCOM COMMUNICATIONS CORP
Form SC 13G/A
February 17, 2004

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

Entercom Communications Corp.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

293639100

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **293639100**

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Joseph M. Field

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5. Sole Voting Power
7,528,455

6. Shared Voting Power
955,636

7. Sole Dispositive Power
7,528,455

8. Shared Dispositive Power
955,636

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,484,091. Includes: (i) **100** shares of Class A common stock beneficially owned by the reporting person; (ii) **7,052,555** shares of Class A common stock which may be acquired upon conversion of shares of Class B common stock beneficially owned by the reporting person; (iii) **330,000** shares of Class A common stock which may be acquired upon conversion of shares of Class B common stock beneficially owned by the spouse of the reporting person; (iv) **442,222** shares of Class A common stock which may be acquired through the exercise of options; (v) **33,578** shares of Class A common stock held of record by the reporting person as trustee of a trust; (vi) **338,462** shares of Class A common stock held of record by the spouse reporting person as trustee of various trusts; and (vii) **287,174** shares of Class A common stock beneficially owned by the reporting person as a director and officer of the Joseph and Marie Field Foundation.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

16.68%

12.

Type of Reporting Person (See Instructions)

IN

Item 1.

- (a) Name of Issuer
Entercom Communications Corp.
- (b) Address of Issuer's Principal Executive Offices
Entercom Communications Corp.

401 City Avenue, Suite 809

Bala Cynwyd, Pennsylvania 19004

Item 2.

- (a) Name of Person Filing
Joseph M. Field
- (b) Address of Principal Business Office or, if none, Residence
Entercom Communications Corp.

401 City Avenue, Suite 809

Bala Cynwyd, Pennsylvania 19004
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Class A Common Stock, par value \$0.01 per share
- (e) CUSIP Number
293639100

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

8,484,091

Includes: (i) **100** shares of Class A common stock beneficially owned by the reporting person; (ii) **7,052,555** shares of Class A common stock which may be acquired upon conversion of shares of Class B common stock beneficially owned by the reporting person; (iii) **330,000** shares of Class A common stock which may be acquired upon conversion of shares of Class B common stock beneficially owned by the spouse of the reporting person; (iv) **442,222** shares of Class A common stock which may be acquired through the exercise of options; (v) **33,578** shares of Class A common stock held of record by the reporting person as trustee of a trust; (vi) **338,462** shares of Class A common stock held of record by the spouse reporting person as trustee of various trusts; and (vii) **287,174** shares of Class A common stock beneficially owned by the reporting person as a director and officer of the Joseph and Marie Field Foundation.

(b) Percent of class:

16.68%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

7,528,455

(ii) Shared power to vote or to direct the vote

955,636

(iii) Sole power to dispose or to direct the disposition of

7,528,455

(iv) Shared power to dispose or to direct the disposition of

955,636

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Shares beneficially owned by the reporting person include: Includes: (i) **330,000** shares of Class A common stock which may be acquired upon conversion of shares of Class B common stock beneficially owned by the spouse of the reporting person; (ii) **33,578** shares of Class A common stock held of record by the reporting person as trustee of a trust; (iii) **338,462** shares of Class A common stock held of record by the spouse reporting person as trustee of various

trusts; and (iv) **287,174** shares of Class A common stock beneficially owned by the reporting person as a director and officer of the Joseph and Marie Field Foundation.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2004
Date

/s/ Joseph M. Field
Signature

Joseph M. Field
Name/Title