

Levin Eugene D
 Form 3
 February 16, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Levin Eugene D (Last) (First) (Middle) 401 CITY AVENUE, SUITE 809 (Street) BALA CYNWYD, PA 19004 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/13/2007 | 3. Issuer Name and Ticker or Trading Symbol ENTERCOM COMMUNICATIONS CORP [ETM] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Princ. Acctg Off., VP, Treas. | 5. If Amendment, Date Original Filed (Month/Day/Year) | 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 |
|---|--|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock. | 19,026 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------|---------------------------|------------|----------------------------|--------|----------|-------------------|---|
| Stock Options (Right to Buy) | 01/28/2000 ⁽¹⁾ | 01/27/2009 | Class A Common Stock | 22,223 | \$ 18 | D | Â |
| Stock Options (Right to Buy) | 11/21/2001 ⁽²⁾ | 11/20/2010 | Class A Common Stock | 5,000 | \$ 27.75 | D | Â |
| Stock Options (Right to Buy) | 11/09/2005 ⁽³⁾ | 11/08/2014 | Class A Common Stock | 7,500 | \$ 35.05 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Levin Eugene D 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004 | Â | Â | Â Princ. Acctg Off., VP,Treas. | Â |

Signatures

Eugene D. Levin 02/16/2007

 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These options became exercisable in four equal annual installments beginning on January 28, 2000.
- (2) These options became exercisable in four equal annual installments beginning on November 21, 2001.

- These options were scheduled to become exercisable in four equal annual installments beginning on November 9, 2005. On December 13,
- (3) 2005, the remaining options were vested in accordance with the Company's decision to accelerate the vesting of certain underwater options.

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.