

BEASLEY BROADCAST GROUP INC

Form 4

May 23, 2005

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 *
Entercom INC

2. Issuer Name **and** Ticker or Trading
Symbol

BEASLEY BROADCAST GROUP
INC [BBGI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

401 CITY AVENUE, SUITE 809

(Street)

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

05/19/2005

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/19/2005		S		50,000	D	\$ 16.9
					734,500 ⁽¹⁾	D	

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Entercom INC 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004		X		
ENTERCOM RADIO LLC 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004		X		
ENTERCOM COMMUNICATIONS CORP 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004		X		
FIELD JOSEPH M 401 CITY AVENUE, SUITE 809 BALA CYNWYD, PA 19004		X		

Signatures

Entercom Incorporated, f/k/a Entercom Delaware Holding Corporation, by John C. Donlevie, President	05/23/2005
____Signature of Reporting Person	Date
Entercom Radio, LLC, by John C. Donlevie, Executive Vice President	05/23/2005
____Signature of Reporting Person	Date
Entercom Communications Corp., by John C. Donlevie, Executive Vice President	05/23/2005
____Signature of Reporting Person	Date
Joseph M. Field	05/23/2005
____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).

Entercom Incorporated ("EI"), formerly known as Entercom Delaware Holding Corporation, is a wholly owned subsidiary of Entercom Radio, LLC ("ER"), whose address is 401 City Avenue, Suite 809, Bala Cynwyd, Pennsylvania 19004. ER is a wholly owned subsidiary of Entercom Communications Corp. ("EC") whose address is 401 City Avenue, Suite 809, Bala Cynwyd, Pennsylvania 19004. Joseph M.

- (1) Field, whose address is 401 City Avenue, Suite 809, Bala Cynwyd, Pennsylvania 19004, is the Chairman of EC and beneficially owns approximately 60.43% of the total voting power of all of the common stock of EC. Accordingly, securities owned by EI may be regarded as being beneficially owned by ER, securities owned by ER may be regarded as being beneficially owned by EC, and securities owned by EC may be regarded as being beneficially owned by Joseph M. Field.

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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