

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

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 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.

SEC 1474
(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.