SHERIDAN ROBERT H III
Form 4
May 17, 2011

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERIDAN ROBERT H III

(Last) (First) (Middle)

150 N. COLLEGE ST., SUITE 2500

(Street)

CHARLOTTE, NC 28202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CUMULUS MEDIA INC [CMLS]

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Class A Common Stock	05/12/2011		F		750	D	$ 4.37	26,226	D (1) (2)	
Class A Common Stock	05/14/2011		A		6,000	A	$ 0	32,226	D (1) (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo 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
SHERIDAN ROBERT H III 150 N. COLLEGE ST. SUITE 2500 CHARLOTTE, NC 28202	X			

Signatures

/s/ Robert H. Sheridan III	05/17/2011
**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) The reporting person serves on the board of directors of the Issuer as a designee of BA Capital Company, L.P. ("BA Capital"). Pursuant to the policies of BA Capital and its affiliates, the reporting person is deemed to hold the reported shares of restricted Class A Common Stock for the benefit of BA Capital. BA Capital may be deemed the indirect beneficial owner of the shares of restricted Class A Common Stock.

(2) Additionally, these shares of restricted Class A Common Stock may be deemed to be beneficially owned by (a) RE SBIC Management, LLC (f/k/a BA SBIC Management, LLC), the general partner of BA Capital, (b) RE Equity Management, L.P. (f/k/a BA Equity Management, L.P.), the sole member of RE SBIC Management, LLC, (c) RE Equity Management GP, LLC (f/k/a BA Equity Management GP, LLC), the general partner of RE Equity Management, L.P., and (d) J. Travis Hain, the managing member of RE Equity Management GP, LLC. Mr. Hain disclaims beneficial ownership of such securities. The reporting person disclaims beneficial ownership of the shares of restricted Class A Common Stock except to the extent of his pecuniary interest therein.

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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