

CUMULUS MEDIA INC
Form 3/A
September 11, 2008

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)

| | | | | |
|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â DICKY LEWIS W SR</p> <p>(Last) (First) (Middle)</p> <p>11304 OLD HARBOR RD.,Â</p> <p>(Street)</p> <p>NORTH PALM BEACH,Â FLÂ 33408</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/27/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CUMULUS MEDIA INC [CMLS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <u>X</u> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>09/10/2008</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|

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, \$.01 par value | 884,000 | D ⁽¹⁾ | Â |
| Class A Common Stock, \$.01 par value | 3,148,000 | I | By trust ⁽²⁾ |

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DICKEY LEWIS W SR 11304 OLD HARBOR RD. NORTH PALM BEACH, FL 33408 | ^ | ^ X | ^ | ^ |
| LEWIS W DICKEY SR REVOCABLE TRUST C/O LEWIS W. DICKEY SR. 11304 OLD HARBOR RD. NORTH PALM BEACH, FL 33408 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Richard Denning, Attorney-in-fact for Lewis W. Dickey Sr., as individual and trustee for Lewis W. Dickey Sr., Revocable Trust | 09/11/2008 |
| __Signature of Reporting Person | Date |
| /s/ Richard Denning, Attorney-in-fact for Lewis W. Dickey Sr., as individual and trustee for Lewis W. Dickey Sr., Revocable Trust | 09/11/2008 |
| __Signature of Reporting Person | Date |

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 shares are owned directly by Lewis W. Dickey, Sr.
- (2) These shares are owned directly by the Lewis W. Dickey, Sr. Revocable Trust, a 10% owner of the issuer, and indirectly by Lewis W. Dickey, Sr., a 10% owner of the issuer.

^

Remarks:

EXPLANATORY NOTE: This amended report is being filed to correct an inadvertent filing error in

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.