

BEASLEY GEORGE G

Form 4

February 17, 2012

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 *
BEASLEY GEORGE G

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)
3033 RIVIERA DRIVE, SUITE 200

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

(Street)

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

NAPLES, FL 34103

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 02/15/2012 | | P | 1,000 A \$ 3.35 | 11,288 | I | See footnote. (1) |
| Class A Common Stock | 02/16/2012 | | P | 1,000 A \$ 3.35 | 11,288 | I | See footnote. (1) |
| Class A Common Stock | 02/17/2012 | | P | 1,000 A \$ 3.35 | 11,288 | I | See footnote. (1) |
| Class A Common | | | | | 99,244 | D | |

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Stock

| | | | |
|----------------------------|-----------|---|-------------------------|
| Class A Common Stock | 1,071,595 | I | See footnote. (2) |
| Class A Common Stock | 47,733 | I | See footnote. (3) |
| Class A Common Stock | 482 | I | See footnote. (4) |
| Class A Common Stock | 6,096 | I | See footnote. (5) |

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

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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)

| 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| BEASLEY GEORGE G 3033 RIVIERA DRIVE, SUITE 200 NAPLES, FL 34103 | X | X | Chief Executive Officer | |

Signatures

/s/ Caroline Beasley,
Attorney-in-Fact

02/17/2012

__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) By George G. Beasley as Trustee of George G. Beasley Revocable Living Trust dated May 26, 2006.
- (2) By GGB Family Limited Partnership. GGB Family Enterprises, Inc. is the general partner of GGB Family Limited Partnership. George G. Beasley is the sole shareholder of GGB Family Enterprises, Inc.
- (3) By GGB II Family Limited Partnership. GGB Family Enterprises, Inc. is the general partner of GGB II Family Limited Partnership. George G. Beasley is the sole shareholder of GGB Family Enterprises, Inc.
- (4) By GGB Family Enterprises, Inc. George G. Beasley is the sole shareholder of GGB Family Enterprises, Inc.
- (5) By George G. Beasley as Trustee of REB Florida Intangible Tax Trust dated August 20, 2004.

Remarks:

Caroline Beasley signed this Form 4 pursuant to a Power of Attorney previously filed with the Commission.

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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