

ENTRAVISION COMMUNICATIONS CORP

Form 4

December 14, 2006

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 *
WILKINSON PHILIP C

(Last) (First) (Middle)

**2425 OLYMPIC BOULEVARD,
SUITE 6000 WEST**

(Street)

SANTA MONICA, CA 90404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**ENTRAVISION
COMMUNICATIONS CORP
[NYSE:EVC]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) **President and COO**

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 B common stock	12/13/2006		J ⁽¹⁾		25,000	D \$ 0	8,619,300 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	12/13/2006		J ⁽¹⁾		25,000	A \$ 0	25,000 ⁽⁴⁾	I	see note 3 ⁽³⁾
Class A common stock	12/13/2006		S		300	D \$ 7.96	24,700 ⁽⁴⁾	I	see note 3 ⁽³⁾

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Class A common stock	12/13/2006	S	200	D	\$ 7.95	24,500 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	300	D	\$ 7.94	24,200 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	1,100	D	\$ 7.93	23,100 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	400	D	\$ 7.92	22,700 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	2,300	D	\$ 7.91	20,400 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	1,200	D	\$ 7.9	19,200 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	2,900	D	\$ 7.89	16,300 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	2,800	D	\$ 7.88	13,500 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	1,400	D	\$ 7.87	12,100 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	4,200	D	\$ 7.86	7,900 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	4,100	D	\$ 7.85	3,800 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	1,700	D	\$ 7.84	2,100 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	500	D	\$ 7.83	1,600 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common stock	12/13/2006	S	800	D	\$ 7.82	800 ⁽⁴⁾	I	see note 3 <u>(3)</u>
Class A common	12/13/2006	S	800	D	\$ 7.81	0 ⁽⁴⁾	I	see note 3 <u>(3)</u>

stock

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

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(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. 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
WILKINSON PHILIP C 2425 OLYMPIC BOULEVARD, SUITE 6000 WEST SANTA MONICA, CA 90404	X	X	President and COO	

Signatures

/s/ Mark A. Boelke by power of attorney for Philip
C. Wilkinson

12/14/2006

__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) Transaction represents the conversion of 25,000 shares of Class B common stock into 25,000 shares of Class A common stock.

(2) The reporting person also has direct beneficial ownership of 1,174,717 shares of Class B common stock held by the reporting person and indirect beneficial ownership of 889,848 shares of Class B common stock held by The 1994 Wilkinson Children's Gift Trust.

(3) The 1994 Wilkinson Family Trust.

(4) The reporting person also has direct beneficial ownership of 4,100 shares of Class A common stock and 35,000 restricted stock units.

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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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