

WILKINSON PHILIP C

Form 4

January 06, 2011

FORM 4

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

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).

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 *
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)
12/23/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A common stock | 12/23/2010 | | A ⁽¹⁾ | | 40,000 | A | \$ 0 |
| Class A common stock | 01/04/2011 | | S ⁽³⁾ | | 1,200 | D | \$ 2.44 |
| Class A common stock | 01/04/2011 | | S ⁽³⁾ | | 3,400 | D | \$ 2.46 |
| | | | | | 106,484 | D | ⁽²⁾ |
| | | | | | 105,284 | D | ⁽⁴⁾ |
| | | | | | 101,884 | D | ⁽⁴⁾ |

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| | | | | | | | |
|----------------------|------------|------------------|-------|---|---------|------------------------|---|
| Class A common stock | 01/04/2011 | S ⁽³⁾ | 200 | D | \$ 2.52 | 101,684 ⁽⁴⁾ | D |
| Class A common stock | 01/04/2011 | S ⁽³⁾ | 300 | D | \$ 2.53 | 101,384 ⁽⁴⁾ | D |
| Class A common stock | 01/04/2011 | S ⁽³⁾ | 2,000 | D | \$ 2.54 | 99,384 ⁽⁴⁾ | D |
| Class A common stock | 01/05/2011 | S ⁽³⁾ | 6,019 | D | \$ 2.35 | 93,365 ⁽⁴⁾ | D |
| Class A common stock | 01/05/2011 | S ⁽³⁾ | 820 | D | \$ 2.36 | 92,545 ⁽⁴⁾ | D |

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.

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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. Number of Derivative Securities Owned Following Reporting 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 |
| WILKINSON PHILIP C 2425 OLYMPIC BOULEVARD, SUITE 6000 WEST SANTA MONICA, CA 90404 | X | | President and COO | |

Signatures

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

01/06/2011

__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) Represents an award of 40,000 restricted stock units that will vest as follows: (i) 33.3% on January 1, 2011; (ii) 33.3% on January 1, 2012; and (iii) 33.4% on January 1, 2013, provided the recipient is employed by the Company on each of such dates.
- (2) Includes 73,500 restricted stock units.
- (3) Represents a non-discretionary sale due to the vesting of grants of restricted stock units dated February 28, 2007 and December 23, 2010, pursuant to their terms.
- (4) Includes 42,680 restricted stock units.

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.