

WILKINSON PHILIP C

Form 4

May 23, 2007

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)
05/21/2007

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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Class B common stock | 05/21/2007 | | J ⁽¹⁾ | 62,500 | D | \$ 0 | 534,098 ⁽²⁾ | I | see note 3 ⁽³⁾ |
| Class A common stock | 05/21/2007 | | J ⁽¹⁾ | 62,500 | A | \$ 0 | 62,500 ⁽⁴⁾ | I | see note 3 ⁽³⁾ |
| Class A common stock | 05/21/2007 | | S | 200 | D | \$ 9.5 | 62,300 ⁽⁴⁾ | I | see note 3 ⁽³⁾ |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|------------|-----------------------|---|--------------------------|
| Class A common stock | 05/21/2007 | S | 1,400 | D | \$ 9.51 | 60,900 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 3,650 | D | \$ 9.52 | 57,250 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 4,950 | D | \$ 9.53 | 52,300 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 10,150 | D | \$ 9.54 | 42,150 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 4,800 | D | \$ 9.55 | 37,350 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 2,700 | D | \$ 9.56 | 34,650 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 5,450 | D | \$ 9.57 | 29,200 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 4,600 | D | \$ 9.58 | 24,600 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 12,400 | D | \$ 9.59 | 12,200 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 5,250 | D | \$ 9.6 | 6,950 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 3,300 | D | \$ 9.61 | 3,650 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 50 | D | \$ 9.62 | 3,600 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 350 | D | \$ 9.63 | 3,250 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 05/21/2007 | S | 550 | D | \$ 9.64 | 2,700 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common | 05/21/2007 | S | 1,550 | D | \$ 9.65 | 1,150 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |

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 62,500 shares of Class B common stock into 62,500 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 6,638,550 shares of Class B common stock held by The 1994 Wilkinson Family Trust.
- (3) The 1994 Wilkinson Children's Gift Trust
- (4) The reporting person also has direct beneficial ownership of 4,100 shares of Class A common stock and 70,000 restricted stock units, and indirect beneficial ownership of 100,000 shares of Class A common stock held by The 1994 Wilkinson Family Trust.

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.