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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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * WILKINSON PHILIP C | | | 2. Issuer Name and Ticker or Trading Symbol ENTRAVISION COMMUNICATIONS CORP [NYSE:EVC] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | |
|--|----------|----------|--|--|--|--|--|
| (Last) 2425 OLYMP SUITE 6000 V | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/21/2007 | X Officer (give title Other (specify below) President and COO | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| SANTA MONICA, CA 90404 | | | • · · · · · · · · · · · · · · · · · · · | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acc | quired, Disposed of, or Beneficially Owned | | | |

| (City) | (State) | (Zip) Tabl | e I - Non-D | erivative S | Securi | ties Acq | uired, Disposed o | of, or Beneficial | ly 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. Securit on(A) or Dis (Instr. 3, 4) | sposed | of (D) | 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) |
| Class B common stock | 05/21/2007 | | J <u>(1)</u> | 62,500 | D | \$ 0 | 534,098 (2) | I | see note 3 $\frac{(3)}{}$ |
| Class A common stock | 05/21/2007 | | <u>J(1)</u> | 62,500 | A | \$ 0 | 62,500 (4) | I | see note 3 |
| Class A common stock | 05/21/2007 | | S | 200 | D | \$ 9.5 | 62,300 (4) | I | see note 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 |
|----------------------|------------|---|--------|---|------------|-------------------|---|---------------------------|
| Class A common stock | 05/21/2007 | S | 3,650 | D | \$ 9.52 | 57,250 <u>(4)</u> | I | see note 3 |
| Class A common stock | 05/21/2007 | S | 4,950 | D | \$ 9.53 | 52,300 (4) | I | see note 3 |
| Class A common stock | 05/21/2007 | S | 10,150 | D | \$ 9.54 | 42,150 (4) | I | see note 3 |
| Class A common stock | 05/21/2007 | S | 4,800 | D | \$ 9.55 | 37,350 (4) | I | see note 3 |
| Class A common stock | 05/21/2007 | S | 2,700 | D | \$ 9.56 | 34,650 (4) | I | see note 3 $\frac{(3)}{}$ |
| Class A common stock | 05/21/2007 | S | 5,450 | D | \$ 9.57 | 29,200 (4) | I | see note 3 $\frac{(3)}{}$ |
| Class A common stock | 05/21/2007 | S | 4,600 | D | \$ 9.58 | 24,600 (4) | I | see note 3 $\frac{(3)}{}$ |
| Class A common stock | 05/21/2007 | S | 12,400 | D | \$ 9.59 | 12,200 (4) | I | see note 3 $\frac{(3)}{}$ |
| Class A common stock | 05/21/2007 | S | 5,250 | D | \$ 9.6 | 6,950 <u>(4)</u> | I | see note 3 $\frac{(3)}{}$ |
| Class A common stock | 05/21/2007 | S | 3,300 | D | \$ 9.61 | 3,650 <u>(4)</u> | I | see note 3 $\frac{(3)}{}$ |
| Class A common stock | 05/21/2007 | S | 50 | D | \$ 9.62 | 3,600 (4) | I | see note 3 $\frac{(3)}{}$ |
| Class A common stock | 05/21/2007 | S | 350 | D | \$ 9.63 | 3,250 <u>(4)</u> | I | see note 3 $\frac{(3)}{}$ |
| Class A common stock | 05/21/2007 | S | 550 | D | \$ 9.64 | 2,700 (4) | I | see note 3 |
| Class A common | 05/21/2007 | S | 1,550 | D | \$ 9.65 | 1,150 (4) | I | see note 3 $\frac{(3)}{}$ |

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| Class A common stock | 05/21/2007 | S | 1,050 | D | \$ 9.66 | 100 (4) | I | see note 3 |
|----------------------|------------|---|-------|---|------------|---------|---|------------|
| Class A common stock | 05/21/2007 | S | 100 | D | \$ 9.67 | 0 (4) | I | see note 3 |

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8 | 5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|------------------------------------|---|---------------------|--------------------|-------|--|---|
| | | | | Code V | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|-------------------|-------|--|--|
| 1 | Director | 10% Owner | Officer | Other | | |
| WILKINSON PHILIP C | •• | | D 11 1000 | | | |
| 2425 OLYMPIC BOULEVARD, SUITE 6000 WEST | X | | President and COO | | | |
| SANTA MONICA, CA 90404 | | | | | | |
| Cianaturas | | | | | | |

Signatures

/s/ Mark A. Boelke by power of attorney for Philip
C.Wilkinson 05/23/2007

**Signature of Reporting Person Date

Reporting Owners 3

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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.