

ENTRAVISION COMMUNICATIONS CORP
 Form 4
 March 12, 2015

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)
 03/10/2015

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)

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 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	03/10/2015		M ⁽¹⁾		50,000	A	\$ 4.83
Class A common stock	03/10/2015		S		300	D	\$ 6.41
Class A common stock	03/10/2015		S		7,480	D	\$ 6.42

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Class A common stock	03/10/2015	S	10,796	D	\$ 6.43	1,214,024 <u>(2)</u>	D
Class A common stock	03/10/2015	S	9,152	D	\$ 6.44	1,204,872 <u>(2)</u>	D
Class A common stock	03/10/2015	S	8,403	D	\$ 6.45	1,196,469 <u>(2)</u>	D
Class A common stock	03/10/2015	S	2,548	D	\$ 6.46	1,193,921 <u>(2)</u>	D
Class A common stock	03/10/2015	S	4,604	D	\$ 6.47	1,189,317 <u>(2)</u>	D
Class A common stock	03/10/2015	S	2,400	D	\$ 6.49	1,186,917 <u>(2)</u>	D
Class A common stock	03/10/2015	S	3,500	D	\$ 6.5	1,183,417 <u>(2)</u>	D
Class A common stock	03/10/2015	S	2,300	D	\$ 6.51	1,181,117 <u>(2)</u>	D
Class A common stock	03/10/2015	S	2,500	D	\$ 6.52	1,178,617 <u>(2)</u>	D
Class A common stock	03/10/2015	S	700	D	\$ 6.63	1,177,917 <u>(2)</u>	D
Class A common stock	03/10/2015	S	700	D	\$ 6.66	1,177,217 <u>(2)</u>	D
Class A common stock	03/10/2015	S	1,200	D	\$ 6.67	1,176,017 <u>(2)</u>	D
Class A common stock	03/10/2015	S	1,000	D	\$ 6.68	1,175,017 <u>(2)</u>	D
Class A common stock	03/10/2015	S	200	D	\$ 6.7	1,174,817 <u>(2)</u>	D
Class A common	03/10/2015	S	100	D	\$ 6.77	1,174,717 <u>(3)</u>	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 4.83	03/10/2015		M ⁽¹⁾	50,000	05/31/2014	05/31/2024	Class A common stock	50,000

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			

Signatures

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

03/11/2015

**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 exercise of stock options.

(2) The reporting person also has indirect beneficial ownership of 2,827,705 shares of Class A common stock (consisting of 91,657 shares of Class A common stock held indirectly by The Wilkinson Family Trust DTD 6-2-88, 536,048 shares of Class A common stock held indirectly by The Wilkinson Children's Gift Trust and 2,200,000 shares of Class A common stock held indirectly by The Wendy

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Kruidenier By-Pass Trust).

- (3) The reporting person also has indirect beneficial ownership of 2,827,705 shares of Class A common stock (consisting of 91,657 shares of Class A common stock held indirectly by The Wilkinson Family Trust DTD 6-2-88, 536,048 shares of Class A common stock held indirectly by The Wilkinson Children's Gift Trust and 2,200,000 shares of Class A common stock held indirectly by The Wendy Kruidenier By-Pass Trust), for a total of 4,002,422 shares of Class A common stock beneficially held by the reporting person.

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.