

WILKINSON PHILIP C

Form 4

January 06, 2012

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2011

2425 OLYMPIC BLVD, SUITE
6000 WEST

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA MONICA, CA 90404

(City) (State) (Zip)

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 or Price		
Class A common stock	12/22/2011		A ⁽¹⁾		50,000 ⁽¹⁾	A	\$ 0
Class A common stock	01/06/2012	01/06/2012	S ⁽³⁾		18,388 ⁽³⁾	A	\$ 1.54
					142,545 ⁽²⁾	D	
					124,157 ⁽⁴⁾	D	

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

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SEC 1474 (9-02)

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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 Beneficially (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKINSON PHILIP C 2425 OLYMPIC BLVD SUITE 6000 WEST SANTA MONICA, CA 90404	X		President and COO	

Signatures

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

01/06/2012

__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).

- Represents an award of 50,000 restricted stock units that will vest as follows: (i) 25% on January 1, 2012; (ii) 25% on January 1, 2013; (iii) 25% on January 1, 2014; and (iv) 25% on January 1, 2015; provided the recipient is employed by the Company on each of such dates.
- (1) (iii) 25% on January 1, 2014; and (iv) 25% on January 1, 2015; provided the recipient is employed by the Company on each of such dates.
 - (2) Includes 92,680 restricted stock units.
 - (3) Represents a non-discretionary sale for tax purposes due to the vesting of restricted stock unit grants dated March 14, 2008; December 23, 2010; and December 22, 2011.
 - (4) Includes 50,860 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.

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