

ENTRAVISION COMMUNICATIONS CORP
 Form 4
 February 22, 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)
02/21/2007

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) | 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 | (A) or (D) Amount Price | | |
| Class A common stock | 02/21/2007 | | S ⁽¹⁾ | | 100 D \$ 8.62 | 99,900 ⁽²⁾ | I see note 3 ⁽³⁾ |
| Class A common stock | 02/21/2007 | | S ⁽¹⁾ | | 100 D \$ 8.63 | 99,800 ⁽²⁾ | I see note 3 ⁽³⁾ |
| Class A common stock | 02/21/2007 | | S ⁽¹⁾ | | 500 D \$ 8.64 | 99,300 ⁽²⁾ | I see note 3 ⁽³⁾ |

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| | | | | | | | | |
|----------------------------|------------|-------------------------|-------|---|------------|-------------------|---|--------------------------|
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 900 | D | \$ 8.65 | 98,400 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 300 | D | \$ 8.66 | 98,100 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 8.67 | 97,900 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 600 | D | \$ 8.68 | 97,300 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 2,000 | D | \$ 8.7 | 95,300 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 7,100 | D | \$ 8.71 | 88,200 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 6,400 | D | \$ 8.72 | 81,800 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 3,800 | D | \$ 8.73 | 78,000 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 2,200 | D | \$ 8.74 | 75,800 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 700 | D | \$ 8.75 | 75,100 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/21/2007 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 8.78 | 75,000 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/22/2007 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 8.65 | 74,800 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/22/2007 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 8.66 | 74,600 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common stock | 02/22/2007 | <u>S</u> ⁽¹⁾ | 600 | D | \$ 8.67 | 74,000 <u>(2)</u> | I | see note 3 <u>(3)</u> |
| Class A common | 02/22/2007 | <u>S</u> ⁽¹⁾ | 700 | D | \$ 8.68 | 73,300 <u>(2)</u> | I | see note 3 <u>(3)</u> |

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| | | | | | | | | | |
|----------------------|------------|------------------|-------|---|---------|-----------------------|---|--|---------------------------|
| stock | | | | | | | | | |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 600 | D | \$ 8.69 | 72,700 ⁽²⁾ | I | | see note 3 ⁽³⁾ |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 3,900 | D | \$ 8.7 | 68,800 ⁽²⁾ | I | | see note 3 ⁽³⁾ |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 4,700 | D | \$ 8.71 | 64,100 ⁽²⁾ | I | | see note 3 ⁽³⁾ |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 6,300 | D | \$ 8.72 | 57,800 ⁽²⁾ | I | | see note 3 ⁽³⁾ |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 2,800 | D | \$ 8.73 | 55,000 ⁽²⁾ | I | | see note 3 ⁽³⁾ |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 3,300 | D | \$ 8.74 | 51,700 ⁽²⁾ | I | | see note 3 ⁽³⁾ |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 900 | D | \$ 8.75 | 50,800 ⁽²⁾ | I | | see note 3 ⁽³⁾ |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 600 | D | \$ 8.76 | 50,200 ⁽²⁾ | I | | see note 3 ⁽³⁾ |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 100 | D | \$ 8.77 | 50,100 ⁽²⁾ | I | | see note 3 ⁽³⁾ |
| Class A common stock | 02/22/2007 | S ⁽¹⁾ | 100 | D | \$ 8.78 | 50,000 ⁽²⁾ | I | | see note 3 ⁽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.

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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 | 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 | 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 Beneficially Owned |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|

Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Follo
Repo
Trans
(Instr

| 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 | X | President and COO | |

Signatures

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

02/22/2007

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2006.
- (2) The reporting person also has direct beneficial ownership of 4,100 shares of Class A common stock and 35,000 restricted stock units.
- (3) 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.

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