

ENTRAVISION COMMUNICATIONS CORP

Form 4

July 26, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

07/25/2013

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 (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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Class B common stock	07/25/2013		J ⁽¹⁾		375,843	D	\$ 0	4,111,657 ⁽²⁾	I	see note (3) ⁽³⁾
Class A common stock	07/25/2013		J ⁽¹⁾		375,843	A	\$ 0	547,187 ⁽⁴⁾	I	see note (3) ⁽³⁾

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

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`

07/26/2013

__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) Transaction represents the conversion of 375,843 shares of Class B common stock into 375,843 shares of Class A common stock.

The reporting person also has direct ownership of 1,174,717 shares of Class B common stock and indirect beneficial ownership of
(2) 536,048 shares of Class B common stock held by The 1994 Wilkinson Children's Gift Trust and 547,187 shares of Class A common stock held by The Wilkinson Family Trust DTD 6-2-88.

(3) The Wilkinson Family Trust DTD 6-2-88.

The reporting person also has direct ownership of 1,174,717 shares of Class B common stock and indirect beneficial ownership of
(4) 4,111,657 shares of Class B common stock held by The Wilkinson Family Trust DTD 6-2-88 and 536,048 shares of Class B common stock held by The 1994 Wilkinson Children's Gift 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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