

WILKINSON PHILIP C

Form 4

December 28, 2006

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)
12/28/2006

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) | (A) or (D) | 5. Amount or Price | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|--|-----------------------------------|---------------------------|
| Class B common stock | 12/28/2006 | | J ⁽¹⁾ | 25,000 | D | \$ 0 | 8,569,300 ⁽²⁾ | I | see note 3 ⁽³⁾ |
| Class A common stock | 12/28/2006 | | J ⁽¹⁾ | 25,000 | A | \$ 0 | 25,000 ⁽⁴⁾ | I | see note 3 ⁽³⁾ |
| Class A common stock | 12/28/2006 | | S | 200 | D | \$ 8.24 | 24,800 ⁽⁴⁾ | I | see note 3 ⁽³⁾ |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|------------|-----------------------|---|--------------------------|
| Class A common stock | 12/28/2006 | S | 800 | D | \$ 8.25 | 24,000 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 1,100 | D | \$ 8.26 | 22,900 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 800 | D | \$ 8.27 | 22,100 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 1,100 | D | \$ 8.28 | 21,000 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 1,300 | D | \$ 8.29 | 19,700 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 2,000 | D | \$ 8.3 | 17,700 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 2,400 | D | \$ 8.31 | 15,300 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 2,400 | D | \$ 8.32 | 12,900 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 2,100 | D | \$ 8.33 | 10,800 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 3,100 | D | \$ 8.34 | 7,700 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 700 | D | \$ 8.35 | 7,000 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 1,800 | D | \$ 8.36 | 5,200 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 2,300 | D | \$ 8.37 | 2,900 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common stock | 12/28/2006 | S | 2,000 | D | \$ 8.38 | 900 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
| Class A common | 12/28/2006 | S | 700 | D | \$ 8.39 | 200 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |

stock

| | | | | | | | |
|----------------------------|------------|---|-----|---|------------------------|---|--------------------------|
| Class A common stock | 12/28/2006 | S | 200 | D | \$ 8.40 ⁽⁴⁾ | I | see note 3 <u>(3)</u> |
|----------------------------|------------|---|-----|---|------------------------|---|--------------------------|

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)

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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

12/28/2006

__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 25,000 shares of Class B common stock into 25,000 shares of Class A common stock.

(2)

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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 889,848 shares of Class B common stock held by The 1994 Wilkinson Children's Gift Trust.

(3) The 1994 Wilkinson Family Trust.

(4) The reporting person also has direct beneficial ownership of 4,100 shares of Class A common stock and 35,000 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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