

ENTRAVISION COMMUNICATIONS CORP

Form 4

February 20, 2014

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)
02/18/2014

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Class A common stock	02/18/2014		S ⁽¹⁾		1,500	D	\$ 5.89	1,014,528 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	02/18/2014		S		6,300	D	\$ 5.9	1,008,228 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	02/18/2014		S		6,989	D	\$ 5.91	1,001,239 ⁽²⁾	I	see note 3 ⁽³⁾

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Class A common stock	02/18/2014	S	3,876	D	\$ 5.92	997,363 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	02/18/2014	S	8,225	D	\$ 5.93	989,138 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	02/18/2014	S	2,200	D	\$ 5.94	986,938 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	02/18/2014	S	2,200	D	\$ 5.95	984,738 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	02/18/2014	S	1,700	D	\$ 5.96	983,038 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	02/18/2014	S	11,108	D	\$ 5.97	971,930 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	02/18/2014	S	10,700	D	\$ 5.98	921,230 ⁽²⁾	I	see note 3 ⁽³⁾
Class A common stock	02/18/2014	S	600	D	\$ 5.99	960,630 ⁽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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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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

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/ Marissa de la Rosa by power of attorney for Philip C. Wilkinson

02/20/2014

__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 May 31, 2013.
The reporting person also has direct ownership of 1,174,717 shares of Class B common stock and indirect beneficial ownership of
 - (2) 2,291,657 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.
 - (3) The Wilkinson Family Trust DTD 6-2-88

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.