

ENTRAVISION COMMUNICATIONS CORP

Form 4

March 03, 2015

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)
02/27/2015

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)
Class B common stock	02/27/2015		J ⁽¹⁾	1,174,717	D \$ 0 0 ⁽²⁾	D	
Class A common stock	02/27/2015		J ⁽¹⁾	1,174,717	A \$ 0 1,182,600	D	
Class B common stock	02/27/2015		J ⁽¹⁾	536,048	D \$ 0 0 ⁽³⁾	I	The 1994 Wilkinson Children's Gift Trust

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Class A common stock	02/27/2015	J ⁽¹⁾	536,048	A	\$ 0	536,048 ⁽⁴⁾	I	The 1994 Wilkinson Children's Gift Trust
Class B common stock	02/27/2015	J ⁽¹⁾	91,657	D	\$ 0	0 ⁽⁵⁾	I	The Wilkinson Family Trust DTD 6-2-88
Class A common stock	02/27/2015	J ⁽¹⁾	91,657	A	\$ 0	91,657 ⁽⁶⁾	I	The Wilkinson Family Trust DTD 6-2-88
Class B common stock	02/27/2015	J ⁽¹⁾	2,200,000	D	\$ 0	0	I	The Wendy Kruidenier By-Pass Trust
Class A common stock	02/27/2015	J ⁽¹⁾	2,200,000	A	\$ 0	2,200,000 ⁽⁷⁾	I	The Wendy Kruidenier By-Pass Trust

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

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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. Nu Deriv Secur Bene Own 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			

Signatures

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

03/03/2015

__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 shares of Class B common stock into shares of Class A common stock.

The reporting person also has indirect beneficial ownership of 2,827,705 shares of Class B common stock (consisting of 536,048 shares of Class B common stock held by The 1994 Wilkinson Children's Gift Trust, 91,657 shares of Class B common stock held by The Wilkinson Family Trust DTD 6-2-88 and 2,200,000 shares of Class B common stock held by The Wendy Kruidenier By-Pass Trust).

The reporting person also has indirect beneficial ownership of 2,291,657 shares of Class B common stock (consisting of 91,657 shares of Class B common stock held by The Wilkinson Family Trust DTD 6-2-88 and 2,200,000 shares of Class B common stock held by The Wendy Kruidenier By-Pass Trust).

(4) The reporting person also has direct beneficial ownership of 1,182,600 shares of Class A common stock held directly by Philip C. Wilkinson.

(5) The reporting person also has indirect beneficial ownership of 2,200,000 shares of Class B common stock held by The Wendy Kruidenier By-Pass Trust.

The reporting person also has beneficial ownership of 1,718,648 shares of Class A common stock (consisting of 1,182,600 shares of Class A common stock held directly by Philip C. Wilkinson and 536,048 shares of Class A common stock held indirectly by The 1994 Wilkinson Children's Gift Trust).

The reporting person also has beneficial ownership of 1,810,305 shares of Class A common stock (consisting of 1,182,600 shares of Class A common stock held directly by Philip C. Wilkinson, 536,048 shares of Class A common stock held indirectly by The 1994 Wilkinson Children's Gift Trust and 91,657 shares of Class A common stock held by The Wilkinson Family Trust DTD 6-2-88), for a total of 4,010,305 shares of Class A common stock beneficially held by the reporting person.

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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