

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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**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Class A common stock            | 02/18/2014                           |  | S <sup>(1)</sup>               | 1,500 D   | \$ 5.89   | 1,014,528 <sup>(2)</sup>                                 | I see note 3 <sup>(3)</sup>       |
| Class A common stock            | 02/18/2014                           |  | S                              | 6,300 D   | \$ 5.9  | 1,008,228 <sup>(2)</sup>                                 | I see note 3 <sup>(3)</sup>       |
| Class A common stock            | 02/18/2014                           |  | S                              | 6,989 D   | \$ 5.91   | 1,001,239 <sup>(2)</sup>                                 | I see note 3 <sup>(3)</sup>       |

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|                      |            |   |        |   |         |                        |   |                           |
|----------------------|------------|---|--------|---|---------|------------------------|---|---------------------------|
| Class A common stock | 02/18/2014 | S | 3,876  | D | \$ 5.92 | 997,363 <sup>(2)</sup> | I | see note 3 <sup>(3)</sup> |
| Class A common stock | 02/18/2014 | S | 8,225  | D | \$ 5.93 | 989,138 <sup>(2)</sup> | I | see note 3 <sup>(3)</sup> |
| Class A common stock | 02/18/2014 | S | 2,200  | D | \$ 5.94 | 986,938 <sup>(2)</sup> | I | see note 3 <sup>(3)</sup> |
| Class A common stock | 02/18/2014 | S | 2,200  | D | \$ 5.95 | 984,738 <sup>(2)</sup> | I | see note 3 <sup>(3)</sup> |
| Class A common stock | 02/18/2014 | S | 1,700  | D | \$ 5.96 | 983,038 <sup>(2)</sup> | I | see note 3 <sup>(3)</sup> |
| Class A common stock | 02/18/2014 | S | 11,108 | D | \$ 5.97 | 971,930 <sup>(2)</sup> | I | see note 3 <sup>(3)</sup> |
| Class A common stock | 02/18/2014 | S | 10,700 | D | \$ 5.98 | 921,230 <sup>(2)</sup> | I | see note 3 <sup>(3)</sup> |
| Class A common stock | 02/18/2014 | S | 600    | D | \$ 5.99 | 960,630 <sup>(2)</sup> | I | see note 3 <sup>(3)</sup> |

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

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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 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<br>2425 OLYMPIC BOULEVARD, SUITE 6000 WEST<br>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

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