

ENTRAVISION COMMUNICATIONS CORP
 Form 4
 January 04, 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 *
 UNIVISION COMMUNICATIONS INC

2. Issuer Name and Ticker or Trading Symbol
 ENTRAVISION COMMUNICATIONS CORP [EVC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1999 AVENUE OF THE STARS,
 SUITE 3050
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/01/2006

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

LOS ANGELES, CA 90067

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 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) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|----------------------|--|----------------------|-----------------|---|------------------|------------------|------------|----------------------------|---------|--|
| | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares | | |
| Class U Common Stock | <u>(1)</u> | 01/01/2006 | S | | 12,573,871 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 12,573, | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UNIVISION COMMUNICATIONS INC 1999 AVENUE OF THE STARS, SUITE 3050 LOS ANGELES, CA 90067 | | X | | |
| PERENCHIO A JERROLD 1999 AVENUE OF THE STARS, SUITE 3050 LOS ANGELES, CA 90067 | | X | | |

Signatures

/s/ UNIVISION COMMUNICATIONS, INC. by C. Douglas Kranwinkle, Executive Vice President 01/04/2006

**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) Univision exchanged all 36,926,623 of its shares of Entravision's Class A and Class C common stock for 369,266 shares of Entravision's Series U preferred stock in September 2003, and these shares were then converted into 36,926,600 shares of Entravision's Class U common stock effective as of July 1, 2004. The Class U Common Stock is convertible into Class A Common Stock on a one-for-one basis in connection with a transfer of such stock to a third party that is not an affiliate of Univision and has no expiration date.
- (2) A. Jerrold Perenchio, a stockholder of Univision Communications Inc., may be deemed to be a beneficial owner of the shares, but Mr. Perenchio hereby disclaims beneficial ownership of such shares.

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.