

ULLOA WALTER F
Form 4
January 06, 2012

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 *
ULLOA WALTER F

(Last) (First) (Middle)

2425 OLYMPIC BLVD, 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)
12/22/2011

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)
Chairman and CEO

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	12/22/2011		A ⁽¹⁾		50,000 ⁽¹⁾	A	\$ 0
Class A common stock	01/06/2012	01/06/2012	S ⁽³⁾		18,388 ⁽³⁾	D	\$ 1.54
					140,531 ⁽²⁾	D	
					122,143 ⁽⁴⁾	D	

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

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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 Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ULLOA WALTER F 2425 OLYMPIC BLVD SUITE 6000 WEST SANTA MONICA, CA 90404	X	X	Chairman and CEO	

Signatures

/s/ Mark A. Boelke, by power of attorney for Walter F. Ulloa
 Ulloa
 **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).
- Represents an award of 50,000 restricted stock units that will vest as follows: (i) 25% on January 1, 2012; (ii) 25% on January 1, 2013; (iii) 25% on January 1, 2014; and (iv) 25% on January 1, 2015; provided the recipient is employed by the Company on each of such dates.
- (1) Includes 92,680 restricted stock units. The reporting person also has indirect beneficial ownership of 425 shares of Class A common stock held by Ms. Alexandra Seros.
 - (2) Represents a non-discretionary sale for tax purposes due to the vesting of restricted stock unit grants dated March 14, 2008; December 23, 2010; and December 22, 2011.
 - (3) Includes 50,860 restricted stock units. The reporting person also has indirect beneficial ownership of 425 shares of Class A common stock held by Ms. Alexandra Seros.

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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