

THOMPSON DARRYL B
Form 4
August 16, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
THOMPSON DARRYL B

(Last) (First) (Middle)

ENTRAVISION
COMMUNICATIONS
CORPORATION, 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)
08/12/2005

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	(A) or (D)	Price		
Class A common stock	08/12/2005		S		20,307	D	<u>(1)</u> 3,306,755 <u>(2)</u>	I <u>(3)</u>	See note (3)
Class A common stock	08/12/2005		S		53	D	<u>(1)</u> 3,306,702 <u>(2)</u>	I <u>(4)</u>	See note (4)
Class A common	08/12/2005		S		21,285	D	<u>(1)</u> 3,285,417 <u>(2)</u>	I <u>(5)</u>	See note (5)

stock

Class A common stock	08/12/2005	S	3,426	D	<u>(1)</u>	3,281,991 <u>(2)</u>	I <u>(6)</u>	See note (6)
Class A common stock	08/12/2005	S	17	D	<u>(1)</u>	3,281,974 <u>(2)</u>	I <u>(7)</u>	See note (7)
Class A common stock	08/12/2005	S	4,912	D	<u>(1)</u>	3,277,062 <u>(2)</u>	I <u>(8)</u>	See note (8)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				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

THOMPSON DARRYL B
ENTRAVISION COMMUNICATIONS CORPORATION
2425 OLYMPIC BLVD., SUITE 6000 WEST
SANTA MONICA, CA 90404

X

Signatures

/s/ Mark A. Boelke, by power of attorney for Darryl B.
Thompson

08/16/2005

__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) Specific information regarding the price per share of securities reported on this Form 4 has not yet been made available by the broker of the selling entities reported on this Form 4. This Form 4 shall be amended upon the availability of such information. The aggregate proceeds received by all selling entities for all transactions reported on this Form 4 is \$406,966.

(2) The Reporting Person disclaims beneficial ownership of any securities (except to the extent of his pecuniary interest in such securities) other than any securities reported herein as being directly owned by the Reporting Person, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

(3) The securities are directly held by TSG Capital Fund II, L.P., not by the Reporting Person. The Reporting Person disclaims beneficial ownership of any securities (except to the extent of his pecuniary interest in such securities) other than any securities reported herein as being directly owned by the Reporting Person, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

(4) The securities are directly held by TSG Associates II, Inc., not by the Reporting Person. The Reporting Person disclaims beneficial ownership of any securities (except to the extent of his pecuniary interest in such securities) other than any securities reported herein as being directly owned by the Reporting Person, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

(5) The securities are directly held by Z-Spanish Media Holdings, LLC, not by the Reporting Person. The Reporting Person disclaims beneficial ownership of any securities (except to the extent of his pecuniary interest in such securities) other than any securities reported herein as being directly owned by the Reporting Person, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

(6) The securities are directly held by TSG Capital Fund III, L.P., not by the Reporting Person. The Reporting Person disclaims beneficial ownership of any securities (except to the extent of his pecuniary interest in such securities) other than any securities reported herein as being directly owned by the Reporting Person, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

(7) The securities are directly held by TSG Associates III, LLC, not by the Reporting Person. The Reporting Person disclaims beneficial ownership of any securities (except to the extent of his pecuniary interest in such securities) other than any securities reported herein as being directly owned by the Reporting Person, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

(8) The securities are directly held by Cleveland A. Christophe, not by the Reporting Person. The Reporting Person disclaims beneficial ownership of any securities (except to the extent of his pecuniary interest in such securities) other than any securities reported herein as being directly owned by the Reporting Person, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

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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