

ENTRAVISION COMMUNICATIONS CORP

Form 4/A

August 26, 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)
08/16/2005

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		200	D	\$ 8.05	3,438,033 <u>(1)</u> I <u>(2)</u> <u>(3)</u> See notes (2) and (3)
Class A common stock	08/12/2005		S		2,800	D	\$ 8.07	3,435,233 <u>(1)</u> I <u>(2)</u> <u>(3)</u> See notes (2) and (3)
Class A common	08/12/2005		S		16,000	D	\$ 8.1	3,419,233 <u>(1)</u> I <u>(2)</u> <u>(3)</u> See notes (2) and (3)

Edgar Filing: ENTRAVISION COMMUNICATIONS CORP - Form 4/A

stock									
Class A common stock	08/12/2005	S	400	D	\$ 8.11	3,418,833	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	200	D	\$ 8.12	3,418,633	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	200	D	\$ 8.13	3,418,433	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	100	D	\$ 8.14	3,418,333	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	25,000	D	\$ 8.15	3,393,333	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	500	D	\$ 8.2	3,392,833	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	300	D	\$ 8.21	3,392,533	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	600	D	\$ 8.22	3,391,933	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	300	D	\$ 8.24	3,391,633	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	100	D	\$ 8.25	3,391,533	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	100	D	\$ 8.26	3,391,433	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	2,700	D	\$ 8.27	3,388,733	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)
Class A common stock	08/12/2005	S	500	D	\$ 8.31	3,388,233	<u>(1)</u>	I <u>(2)</u> <u>(3)</u>	See notes (2) and (3)

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Following Transaction (Instr. 3 and 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

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

08/26/2005

**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).

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.

(2) The securities are directly held by affiliates of TSG Capital Group, 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.

(3) Based on information provided by TSG Capital Group's broker, six affiliates of TSG Capital Group sold an aggregate of 50,000 shares, and each affiliate sold the amount of shares set forth below in each transaction reported on this Form 4. Further information is not available without undue effort and expense. 1. TSG Capital Fund II, L.P. sold 40.614% of the shares in each transaction, for an aggregate of 20,307 shares; 2. TSG Associates II, Inc. sold 0.106% of the shares in each transaction, for an aggregate of 53 shares; 3. Z-Spanish

Edgar Filing: ENTRAVISION COMMUNICATIONS CORP - Form 4/A

Media Holdings, LLC sold 42.57% of the shares in each transaction, for an aggregate of 21,285 shares; 4. TSG Capital Fund III, L.P. sold 6.852% of the shares in each transaction, for an aggregate of 3,426 shares; 5. TSG Associates III, LLC sold 0.034% of the shares in each transaction, for an aggregate of 17 shares; and 6. Cleveland A. Christophe sold 9.824% of the shares in each transaction, for an aggregate of 4,912 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.