ENTRAVISION COMMUNICATIONS CORP
Form 4
January 04, 2006

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
UNIVISION COMMUNICATIONS INC

(Last) (First) (Middle)

1999 AVENUE OF THE STARS, SUITE 3050

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	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

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 o Number o Shares
Class U Common Stock	(1)	01/01/2006	S	12,573,871	(1)	(1)	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 Univison 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.
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