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THOMPSON DARRYL B

Form 4

December 02, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMPSON DARRYL B

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ENTRAVISION COMMUNICATIONS CORP

[NYSE:EVC]

X_ Director Officer (give title below)

(Check all applicable)

10% Owner Other (specify

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 12/01/2005

ENTRAVISION COMMUNICATIONS

CORPORATION, 2425 OLYMPIC

(Street)

BLVD., SUITE 6000 WEST

4. If Amendment, Date Original

(Instr. 8)

Code V

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CA 90404

Security

(Instr. 3)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)

4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned

Following

Ownership Form: Direct (D) or

Indirect (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or (D) Reported Transaction(s) (Instr. 3 and 4) (Instr. 4)

Class A

common 12/01/2005 stock

V 2.805.748

Amount

D \$0 7,484 (2)

Price

 $I^{(3)}$

See note (3)

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration Date	Title 1	or		
						Exercisable			Number		
						Excreisuoie			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer

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



Signatures

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

12/02/2005

Other

**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).
- Pro rata distribution by TSG Capital Group. The Reporting Person is a principal in each of the entities that comprise TSG Capital Group.

 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.
- 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.
- 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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