

ENTROPIC COMMUNICATIONS INC  
 Form 4  
 May 21, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 Henry Patrick C

2. Issuer Name and Ticker or Trading Symbol  
 ENTROPIC COMMUNICATIONS INC [ENTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 6290 SEQUENCE DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/20/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO & President

SAN DIEGO, CA 92121

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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			
Common Stock <u>(1)</u>	05/20/2014		M		16,000	A	\$ 0	629,090	I	by Trust
Common Stock <u>(1)</u>	05/20/2014		M		20,000	A	\$ 0	649,090	I	by Trust
Common Stock	05/20/2014		F <sup>(2)</sup>		6,012	D	\$ 3.15	643,078	I	by Trust
Common Stock	05/20/2014		F <sup>(2)</sup>		7,516	D	\$ 3.15	635,562 <sup>(3)</sup>	I	by Trust
Common Stock								145,430	I	'09 GRAT PH <sup>(4)</sup>



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- (2) Shares have been surrendered to the issuer to satisfy the reporting person's tax withholding obligation due on vesting of restricted stock units.
- (3) The reporting persons end of period holdings include 2,500 shares purchased on 4/30/14, under the Companys Employee Stock Purchase Plan and are owned directly by the reporting person.
- (4) The shares are held by the Patrick C. Henry and Wendy A. Henry, Trustees of the Patrick C. Henry 2009 Annuity Trust, dated March 26, 2009, of which the Reporting Person holds a pecuniary interest in the annuity provided for in the trust agreement.
- (5) The shares are held by the Patrick C. Henry and Wendy A. Henry, Trustees of the Wendy A. Henry 2009 Annuity Trust, dated March 26, 2009, of which the Reporting Person holds a pecuniary interest in the annuity provided for in the trust agreement.
- (6) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.  
The shares vest over a four year period, with 25% vesting on the first quarterly vesting date following the 1st, 2nd, 3rd and 4th anniversary of the grant date. Additionally, grant is subject to accelerated vesting on the terms and conditions set forth in such individual's Change of Control Agreement.
- (8) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.  
The shares are vesting over a four year period, with 25% vesting on the first quarterly vesting date following the 1st, 2nd, 3rd and 4th anniversary of the grant date. Additionally, grant is subject to accelerated vesting on the terms and conditions set forth in such individual's Change of Control Agreement.
- (9)

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.