ENTROPIC COMMUNICATIONS INC

Form 4 May 15, 2014

FORM 4

OMB APPROVAL

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue.

Section 16.

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)

See Instruction

1. Name and Address of Reporting Person *

Lesko Charlie

ENTROPIC COMMUNICATIONS

INC [ENTR]

(Last) (First) (Middle)

6290 SEQUENCE DRIVE

(Street)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

(Month/Day/Year) 05/14/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB Number:

3235-0287 January 31,

Expires:

2005 Estimated average

burden hours per

response...

0.5

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner X_ Officer (give title Other (specify

below) below)

SVP, Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

Issuer

SAN DIEGO, CA 92121

1. Title of

Security

(Instr. 3)

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

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

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

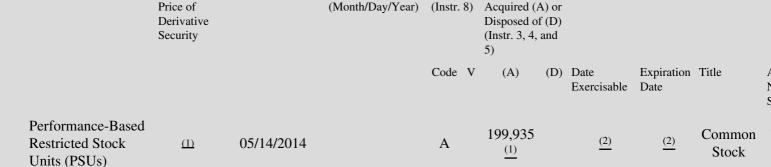
any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and An Underlying Sec (Instr. 3 and 4)

Edgar Filing: ENTROPIC COMMUNICATIONS INC - Form 4



Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lesko Charlie

6290 SEQUENCE DRIVE SVP, Worldwide Sales

SAN DIEGO, CA 92121

Signatures

/s/ Lance W. Bridges, Attorney-in-Fact 05/15/2014

**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).
- Each PSU represents a contingent right to receive one share of the Issuer's common stock, based on the Issuer's stock price performance relative to pre-established Relative Total Shareholder Return goals, based on the stock price performance of the S&P Semiconductor Select Index, that were set by the Compensation Committee of the Issuer's Board of Directors. The aggregate number of shares issued may range from zero (0) shares to the maximum number of shares reported in columns 7 and 9 of this report.
- (2) The PSUs will vest, if at all, on February 14, 2015, February 14, 2016 and February 14, 2017.

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.

Reporting Owners 2