

ENTROPIC COMMUNICATIONS INC

Form 4

May 15, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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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).

**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 \*  
Tewksbury Ted L III

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)  
05/14/2014☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 05/14/2014                           |  | M                              | 11,876 A  | \$ 0 30,294   | D  |                                   |

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 required to respond unless the form displays a currently valid OMB control number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |                    |                 |
|---|---|---|---|---|--|--|-----|--|--------------------|-----------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable                                | Expiration<br>Date | Title           |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 3.13   | 05/14/2014                              |   | A                                       |  | 10,000   |     | <u>(1)</u>   | 05/14/2024         | Common<br>Stock |
| Restricted<br>Stock Unit                            | <u>(2)</u>  | 05/14/2014                              |   | A                                       |  | 15,974   |     | <u>(3)</u>   | <u>(3)</u>         | Common<br>Stock |
| Restricted<br>Stock Unit                            | <u>(4)</u>  | 05/14/2014                              |   | M                                       |  | 11,876   |     | <u>(5)</u>   | <u>(5)</u>         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Tewksbury Ted L III<br>6290 SEQUENCE DRIVE<br>SAN DIEGO, CA 92121 | X                                |

## Signatures

By: Lance W. Bridges, as attorney-in-fact For: Theodore L. Tewksbury,  
Ph.D. 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).

(1) 1/12th of the shares vest each month over twelve consecutive months beginning on May 14, 2014.

(2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.

(3) 100% of the shares shall vest on May 14, 2015.

(4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.

(5) 100% of the shares vested on May 14, 2014.

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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