

ENTROPIC COMMUNICATIONS INC

Form 4

August 26, 2013

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

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).

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)
05/30/2013☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & President4. 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

SAN DIEGO, CA 92121

(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)
Common Stock	05/30/2013		G ⁽¹⁾	V 10,488 A \$ 0	590,460	I	by Trust ⁽²⁾
Common Stock					145,430	I	'09 GRAT PH ⁽³⁾
Common Stock					145,430	I	'09 GRAT WH ⁽⁴⁾

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henry Patrick C 6290 SEQUENCE DRIVE SAN DIEGO, CA 92121	X		CEO & President	

Signatures

By: Lance W. Bridges, as attorney-in-fact For: Patrick C. Henry 08/26/2013

__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).

- On 5/30/13, the reporting person and his wife each received a distribution of 5,244 shares from their respective grantor retained annuity trusts for the benefit of themselves. They immediately transferred the total of 10,488 shares to the Patrick C. Henry and Wendy A. Henry Family Trust.
- (1) By Patrick C. Henry and Wendy A. Henry Family Trust
 - (2) 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.
 - (3) 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.
 - (4)

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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