Henry Patrick C Form 4 April 16, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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may continue.

See Instruction

Check this box

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).

Common

Stock

(Print or Type Responses)

1. Name and A Henry Patrio	2. Issuer Name and Ticker or Trading Symbol ENTROPIC COMMUNICATIONS INC [ENTR]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 6290 SEQU	(First) ENCE DRIVE	(Middle)		te of Earliest Transaction th/Day/Year) 2/2013					X Director 10% Owner X Officer (give title Other (specify below) CEO & President		
SAN DIEG	(Street) O, CA 92121		4. If Ame Filed(Mor			te Original	Original 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				erson
		(T')							Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8		4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	04/13/2013			M		13,500	A	\$0	572,557 <u>(1)</u>	I	by Trust
Common Stock	04/13/2013			F(2)		5,073	D	\$ 4.11	567,484	I	by Trust
Common Stock									150,674	I	'09 GRAT PH (3)

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

'09 GRAT

WH (4)

Ι

150,674

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SEC 1474 (9-02)

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. Transactio Code (Instr. 8)	5. Number of orDerivative S Acquired (A Disposed of (Instr. 3, 4, a	ve Securities Expiration Date d (A) or (Month/Day/Year) d of (D)		ate	7. Title and Underlying (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 4.11	04/12/2013		A	240,000	(2)	<u>(5)</u>	04/12/2023	Common Stock
Restricted Stock Unit	<u>(6)</u>	04/12/2013		A	80,000		<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Unit	(8)	04/13/2013		M		13,500	<u>(9)</u>	<u>(9)</u>	Common Stock

Reporting Owners

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

Signatures

By: Lance W. Bridges, as attorney-in-fact For: Patrick C. Henry 04/16/2013

**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).
- (1) The reporting persons indirect beneficial ownership by trust includes 187,617 shares previously reflected as directly owned by the reporting person.
- (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 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.

(4)

Reporting Owners 2

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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.

- 1/4th of the shares vest one year after the Vesting Commencement Date beginning 4/12/13. 1/48th of the shares vest monthly thereafter (5) over the next three years. Additionally, grant is subject to accelerated vesting on the terms and conditions set forth in such individual's Change of Control 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
- (7) 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 vest in four equal annual installments, beginning one year after the Vesting Commencement Date of April 13, 2011.
- (9) Additionally, grant is subject to accelerated vesting on the terms and conditions set forth in such individual's Executive Employment Agreement.

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.