

ENTROPIC COMMUNICATIONS INC
 Form 4
 February 25, 2011

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 *
BARUCH THOMAS R

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)
C/O CMEA CAPITAL, ONE EMBARCADERO CENTER, SUITE 3250

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2011

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

(Street)
SAN FRANCISCO, CA 94111

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/23/2011 | 02/23/2011 | J ⁽¹⁾ | | 902,534 ⁽²⁾ | D | \$ 9.21 |
| | | | | | 3,610,139 | I | |

By CMEA Ventures Information Technology II, L.P. and CMEA Ventures Information Technology II, CLP ⁽³⁾

Common Stock 02/23/2011 02/23/2011 J⁽⁴⁾ 3,265 A \$ 9.21 97,667 ⁽⁵⁾ D

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

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(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. 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARUCH THOMAS R C/O CMEA CAPITAL ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111 | X | | | |

Signatures

/s/ Thomas R. Baruch, Thomas R. Baruch 02/25/2011
 **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) Pro rata distribution of shares.
- (2) Consists of 801,891 shares being disposed of by CMEA Ventures Information Technology II, L.P. and 100,643 shares being disposed of by CMEA Ventures Information Technology II, Civil Law Partnership, less the 3,265 shares being distributed to Thomas R. Baruch.

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Consists of securities held directly by CMEA Ventures Information Technology II, L.P. and CMEA Ventures Information Technology II, Civil Law Partnership (collectively, "CMEA 4"). CMEA Ventures IT Management II, L.P. ("CMEA 4 GP") is the sole general partner of

- (3) CMEA 4. Thomas R. Baruch ("Baruch") is a general partner of CMEA 4 GP. Each of CMEA 4 GP and Baruch may be deemed to beneficially own the shares held by CMEA 4, but each of CMEA 4 GP and Baruch disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- (4) Acquisition of pro rata share of distribution.
- (5) Consists of 11,476 shares of Common Stock and options to purchase an additional 86,191 shares of Common Stock but does not include 3,610,139 shares of Common Stock held directly by CMEA 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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