

ENTROPIC COMMUNICATIONS INC  
 Form 4  
 May 21, 2014

**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 \*  
**FARESE MICHAEL J.**

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)  
**05/20/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Technology Officer**

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/20/2014                           |  | M                              |   | 4,600   | A  | \$ 0                              |
| Common Stock                    | 05/20/2014                           |  | M                              |   | 5,000   | A  | \$ 0                              |
| Common Stock                    | 05/20/2014                           |  | F <sup>(1)</sup>               |   | 1,687   | D  | \$ 3.15                           |
| Common Stock                    | 05/20/2014                           |  | F <sup>(1)</sup>               |   | 1,834   | D  | \$ 3.15                           |
|                                 |                                      |  |                                |   |   |  | 25,276                            |
|                                 |                                      |  |                                |   |   |  | 30,276                            |
|                                 |                                      |  |                                |   |   |  | 28,589                            |
|                                 |                                      |  |                                |   |   |  | 26,755                            |

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.

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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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit                      | (2)  | 05/20/2014                           |  | M                              | 4,600   | (3) (3)  | Common Stock  | 4,600   |
| Restricted Stock Unit                      | (4)  | 05/20/2014                           |  | M                              | 5,000   | (5) (5)  | Common Stock  | 5,000   |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| FARESE MICHAEL J.<br>6290 SEQUENCE DRIVE<br>SAN DIEGO, CA 92121 |               |           | Chief Technology Officer |       |

## Signatures

By: Lance W. Bridges, as attorney-in-fact For: Michael R. Farese 05/21/2014

\_\_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) Shares have been surrendered to the issuer to satisfy the reporting person's tax withholding obligation due on vesting of restricted stock units.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.  
The shares are vesting over a four year period, with 25% vesting on the first quarterly vesting date following the 1st, 2nd, 3rd and 4th 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.

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- (4) 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

- (5) 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.

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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