

ENTROPIC COMMUNICATIONS INC
 Form 3/A
 February 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Pappas Timothy J</p> <p>(Last) (First) (Middle)</p> <p>1275 OCEAN BREEZE STREET</p> <p>(Street)</p> <p>SAN MARCOS,Â CAÂ 92078</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/06/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ENTROPIC COMMUNICATIONS INC [ENTR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President - Operations</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/06/2007</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 31,538 | D | Â |
| Common Stock | 23,077 ⁽¹⁾ | D | Â |
| Common Stock | 35,385 ⁽²⁾ | D | Â |
| Common Stock | 24,615 ⁽³⁾ | D | Â |
| Common Stock | 61,538 ⁽⁴⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
|---|--|--|--|--|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (right to buy) | Â (5) | 05/16/2017 | Common Stock | 61,538 | \$ 1.495 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pappas Timothy J 1275 OCEAN BREEZE STREET SAN MARCOS,Â CAÂ 92078 | Â | Â | Â Vice President - Operations | Â |

Signatures

/s/ Lance W. Bridges as
attorney-in-fact

02/04/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares were early exercised from an option to purchase 23,077 shares and are subject to repurchase by the Company prior to the completion of the vesting of such shares upon the Reporting Person's cessation of service with the Company, at the original exercise price paid per share. 1/4th of the shares vest one year after the Vesting Commencement Date beginning 4/15/04. 1/48th of the shares vest monthly thereafter over the next three years.

(2) The shares were early exercised from an option to purchase 35,385 shares and are subject to repurchase by the Company prior to the completion of the vesting of such shares upon the Reporting Person's cessation of service with the Company, at the original exercise price paid per share. 1/4th of the shares vest one year after the Vesting Commencement Date beginning 12/1/04. 1/48th of the shares vest monthly thereafter over the next three years.

(3) The shares were early exercised from an option to purchase 24,615 shares and are subject to repurchase by the Company prior to the completion of the vesting of such shares upon the Reporting Person's cessation of service with the Company, at the original exercise price paid per share. 1/4th of the shares vest one year after the Vesting Commencement Date beginning 12/21/05. 1/48th of the shares vest monthly thereafter over the next three years.

(4) The shares were early exercised from an option to purchase 61,538 shares and are subject to repurchase by the Company prior to the completion of the vesting of such shares upon the Reporting Person's cessation of service with the Company, at the original exercise price paid per share. 1/4th of the shares vest one year after the Vesting Commencement Date beginning 5/25/06. 1/48th of the shares vest monthly thereafter over the next three years.

(5) 1/4th of the shares vest one year after the Vesting Commencement Date beginning 5/17/07. 1/48th of the shares vest monthly thereafter over the next three years. The options may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.

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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