PADVAL UMESH Form 4 May 13, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations may continue.

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PADVAL UMESH			Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
			ENTROPIC COMMUNICATION INC [ENTR]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner Officer (give title Other (specify below)
6290 SEQ	UENCE DRIV	E	05/13/2011	
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person
SAN DIE	GO, CA 92121			Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securiti	es Acquired, Disposed of, or Beneficially Owne
1.Title of	2. Transaction	Date 2A. Deer	ned 3. 4. Securities Acqu	ired (A) 5. Amount of 6. 7. Nati

(City)	(State)	Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit for Dispos (Instr. 3, 4	ed of (	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/13/2011		M	200	A	\$ 0.325	30,969	D	
Common Stock	05/13/2011		S	200	D	\$9	30,769	D	
Common Stock	05/13/2011		M	9,800	A	\$ 0.325	40,569	D	
Common Stock	05/13/2011		S	9,800	D	\$ 8.8601 (1)	30,769	D	
Common Stock	05/13/2011		M	10,000	A	\$ 0.325	40,769	D	

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Common Stock S 10,000 D 8.8325 30,769 D

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 0.325	05/13/2011		M	200	(3)	12/01/2014	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 0.325	05/13/2011		M	9,800	<u>(3)</u>	12/01/2014	Common Stock	9,8
Non-Qualified Stock Option (right to buy)	\$ 0.325	05/13/2011		M	10,000	<u>(3)</u>	12/01/2014	Common Stock	10,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PADVAL UMESH	v						
6290 SEQUENCE DRIVE SAN DIEGO, CA 92121	X						

## **Signatures**

By: Lance W. Bridges, as attorney-in-fact For: Umesh Padval 05/13/2011

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.8600 to \$8.8601, per share. The reporting person undertakes to provide to Entropic Communications (the "Company"), any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.83 to \$8.84, per share. The reporting person undertakes to provide to Entropic Communications (the "Company"), any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) 1/4th of the shares vested one year after the Vesting Commencement Date that began 11/24/07. 1/48th of the shares vested monthly thereafter over the next three years.

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.