

ENTROPIC COMMUNICATIONS INC  
 Form 4  
 February 25, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

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

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

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

(Street)

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

SAN FRANCISCO, CA 94111

(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		
Common Stock	02/23/2011	02/23/2011	J <sup>(1)</sup>		902,534 <sup>(2)</sup>	D	
					\$ 9.21		
					3,610,139	I	

By CMEA Ventures Information Technology II, L.P. and CMEA Ventures Information Technology II, CLP <sup>(3)</sup>



## Edgar Filing: ENTROPIC COMMUNICATIONS INC - Form 4

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.

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.