RENFIELD TREVOR

Form 4 April 16, 2012

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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January 31, Expires: 2005

OMB APPROVAL

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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

1(b).

Common

Stock

04/13/2012

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person ** RENFIELD TREVOR	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	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2012	Director 10% Owner Symbol Other (give title Other (specify below) Delow) CORP CONTRLLR/PRIN ACCT OFFCR
(Street) SAN DIEGO, CA 92121	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned
(Instr. 3) any (Mont	eemed 3. 4. Securities tion Date, if TransactionAcquired (A) or Code Disposed of (D) h/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Transaction(s) (Instr. 3 and 4)
Common 04/13/2012 Stock	M 500 A \$0	4,524 D

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

 $F^{(1)}$

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D

4,315 (2)

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date ities (Month/Day/Year) red (A) or sed of (D)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 5.1	04/13/2012		A	15,000	(3)	04/13/2022	Common Stock	15
Restricted Stock Unit	<u>(4)</u>	04/13/2012		A	4,000	(5)	(5)	Common Stock	4.
Restricted Stock Unit	<u>(6)</u>	04/13/2012		M	500	<u>(7)</u>	<u>(7)</u>	Common Stock	4

Deletionship

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
RENFIELD TREVOR			CORP		
6290 SEQUENCE DRIVE			CONTRLLR/PRIN		
SAN DIEGO, CA 92121			ACCT OFFCR		

Signatures

By: Lance W. Bridges, as attorney-in-fact For: Trevor Renfield 04/16/2012

**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) The reporting persons end of period holdings include 2,125 shares purchased on 4/29/11 and 1,899 purchased on 10/31/11, under the Company's Employee Stock Purchase Plan and are owned directly by the reporting person.
- 1/4th of the shares vest one year after the Vesting Commencement Date beginning 4/13/12. 1/48th of the shares vest monthly thereafter (3) over the next three years. Additionally, grant is subject to accelerated vesting on the terms and conditions set forth in such individual's Change of Control Agreement.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (5) The shares vest 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

Reporting Owners 2

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Change of Control Agreement.

- (6) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (7) The shares vest in four equal annual installments, beginning one year after the Vesting Commencement Date of April 13, 2011.

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.