ENTROPIC COMMUNICATIONS INC
Form 4
February 25, 2011

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARUCH THOMAS R

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ENTROPIC COMMUNICATIONS INC [ENTR]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2011	02/23/2011	J(1)		902,534 (2)	D	$ 9.21	3,610,139	I	By CMEA Ventures Information Technology II, L.P. and CMEA Ventures Information Technology II, CLP (3)

Common Stock	02/23/2011	02/23/2011	J(4)	3,265	A	$ 9.21	97,667 (5)	D

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

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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 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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARUCH THOMAS R C/O CMEA CAPITAL ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111		X		

Signatures

/s/ Thomas R. Baruch, Thomas R. Baruch	02/25/2011
**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) Pro rata distribution of shares.

(2) Consists of 801,891 shares being disposed of by CMEA Ventures Information Technology II, L.P. and 100,643 shares being disposed of by CMEA Ventures Information Technology II, Civil Law Partnership, less the 3,265 shares being distributed to Thomas R. Baruch.

(3) 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 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.
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