

ENTROPIC COMMUNICATIONS INC
 Form 4
 December 14, 2007

FORM 4

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

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).

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 *
WALECKA JOHN L

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)
 3000 SAND HILL ROAD.
 BUILDING 2, SUITE 290
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2007

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

MENLO PARK, CA 94025

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

(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 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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/12/2007		C	80,266	A	(1)	80,266	I	See Footnotes (4) (8)
Common Stock	12/12/2007		C	50,495	A	(2)	130,761	I	See Footnotes (4) (8)
Common Stock	12/12/2007		C	29,041	A	(3)	159,802	I	See Footnotes (4) (8)
Common Stock	12/12/2007		C	29,026	A	(1)	29,026	I	See

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Stock								Footnotes (5) (8)
Common Stock	12/12/2007		C	181,560	A	(1)	181,560	I See Footnotes (6) (8)
Common Stock	12/12/2007		C	2,670,986	A	(1)	2,670,986	I See Footnotes (7) (8)
Common Stock	12/12/2007		C	1,812,801	A	(2)	4,483,787	I See Footnotes (7) (8)
Common Stock	12/12/2007		C	1,256,000	A	(3)	5,739,787	I See Footnotes (7) (8)

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

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(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. 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)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(1)	12/12/2007		C	80,266	(1)	(1)	Common Stock	80,266
Series A Convertible Preferred Stock	(1)	12/12/2007		C	29,026	(1)	(1)	Common Stock	29,026
Series A Convertible Preferred Stock	(1)	12/12/2007		C	181,560	(1)	(1)	Common Stock	181,560
Series A Convertible Preferred Stock	(1)	12/12/2007		C	2,670,986	(1)	(1)	Common Stock	2,670,986

Preferred
StockSeries B
Convertible
Preferred
Stock(2)

12/12/2007

C

50,495

(2)(2)Common
Stock

50,4

Series B
Convertible
Preferred
Stock(2)

12/12/2007

C

1,812,801

(2)(2)Common
Stock

1,812,

Series C
Convertible
Preferred
Stock(3)

12/12/2007

C

29,041

(3)(3)Common
Stock

29,0

Series C
Convertible
Preferred
Stock(3)

12/12/2007

C

1,256,000

(3)(3)Common
Stock

1,256,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALECKA JOHN L 3000 SAND HILL ROAD. BUILDING 2 SUITE 290 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Lance Bridges, attorney-in-fact for John
Walecka

12/12/2007

**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) Each 2.7 shares of Series A Preferred Stock converted into one share of the Issuer's common stock upon the filing of the initial public offering for no additional consideration and had no expiration date.
- (2) Each 3.25 shares of Series B Preferred Stock converted into one share of the Issuer's common stock upon the filing of the initial public offering for no additional consideration and had no expiration date.
- (3) Each 3.25 shares of Series C Preferred Stock converted into one share of the Issuer's common stock upon the filing of the initial public offering for no additional consideration and had no expiration date.
- (4) By Redpoint Associates II, LLC.
- (5) By Redpoint Technology Partners A-I, L.P.
- (6) By Redpoint Technology Partners Q-I, L.P.

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(7) By Redpoint Ventures II, L.P.

The voting and disposition of the shares held by Redpoint Ventures II, L.P. is determined by Redpoint Ventures II, LLC, its general partner. The voting and disposition of the shares held by Redpoint Technology Partners A-I, L.P. and Redpoint Technology Partners Q-I, L.P. is determined by Redpoint Ventures I, LLC, the general partner of Redpoint Technology Partners A-I, L.P. and Redpoint Technology

(8) Partners Q-I, L.P. Jeffery Brody, Thomas Dyal, Timothy Haley, G. Bradford Jones, John Walecka and Geoffrey Yang are the managing members of Redpoint Ventures I, LLC, Redpoint Ventures II, LLC and Redpoint Associates II, LLC and have shared voting and investment power over the shares held by Redpoint Ventures II, L.P., Redpoint Associates II, LLC, Redpoint Technology Partners A-I, L.P. and Redpoint Technology Partners Q-I, L.P. Messrs. Brody, Dyal, Haley, Jones, Walecka and Yang disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

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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