

WALECKA JOHN L  
 Form 4  
 May 13, 2010

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## OMB APPROVAL

OMB  
 Number: 3235-0287  
 Expires: January 31,  
 2005  
 Estimated average  
 burden hours per  
 response... 0.5

(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)

MENLO PARK, CA 94025

(City) (State) (Zip)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/11/2010

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

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

**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)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Stock	05/11/2010		S		40,254	D	5.24 <u>(1)</u>	5,699,533	I	By Redpoint Ventures II, L.P. <u>(4)</u>
Common Stock	05/12/2010		S		59,191	D	5.28 <u>(2)</u>	5,640,342	I	By Redpoint Ventures II, L.P. <u>(4)</u>
Common Stock	05/13/2010		S		5,050	D	\$ 5.3 <u>(3)</u>	5,635,292	I	By Redpoint Ventures II, L.P. <u>(4)</u>
Common Stock	05/11/2010		S		2,736	D	\$	178,824	I	By Redpoint

Edgar Filing: WALECKA JOHN L - Form 4

Stock						5.24 (1)			Technology Partners Q-I, L.P. (5)
Common Stock	05/12/2010		S	4,024	D	\$ 5.28 (2)	174,800	I	By Redpoint Technology Partners Q-I, L.P. (5)
Common Stock	05/13/2010		S	343	D	\$ 5.3 (3)	174,457	I	By Redpoint Technology Partners Q-I, L.P. (5)
Common Stock	05/11/2010		S	437	D	\$ 5.24 (1)	28,588	I	By Redpoint Technology Partners A-I, L.P. (6)
Common Stock	05/12/2010		S	643	D	\$ 5.28 (2)	27,945	I	By Redpoint Technology Partners A-I, L.P. (6)
Common Stock	05/13/2010		S	55	D	\$ 5.3 (3)	27,890	I	By Redpoint Technology Partners A-I, L.P. (6)
Common Stock	05/11/2010		S	1,210	D	\$ 5.24 (1)	158,592	I	By Redpoint Associates II, LLC (7)
Common Stock	05/12/2010		S	1,779	D	\$ 5.28 (2)	156,813	I	By Redpoint Associates II, LLC (7)
Common Stockl	05/13/2010		S	152	D	\$ 5.3 (3)	156,661	I	By Redpoint Associates II, LLC (7)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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	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	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. Nature of Derivative Security Beneficially Owned
--	---	--------------------------------------	--	--------------------------------	------------------------------------	--	---	--	---

Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
----------	---	------	---	-----	-----	---------------------	--------------------	-------	--

Follow  
Repor  
Trans  
(Instr

## 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			

## Signatures

/s/ John L.  
Walecka  
Date: 05/13/2010

\*\*Signature of Reporting Person

## 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) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$5.20 to \$5.28 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (2) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$5.25 to \$5.33 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (3) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$5.30 to \$5.32 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (4) The Reporting Person is a Managing Director of Redpoint Ventures II, LLC ("RV II LLC"), which serves as the general partner of Redpoint Ventures II, L.P. ("RV II LP"), and shares voting and investment power over the shares held by RV II LP. The Reporting Person disclaims beneficial ownership of the shares held by RV II LP except to the extent of his proportionate pecuniary interest therein.
  - (5) The Reporting Person is a Managing Director of Redpoint Ventures I, LLC ("RV I LLC"), which serves as the general partner of Redpoint Technology Partners Q-I, L.P. ("RTP Q-1"), and shares voting and investment power over the shares held by RTP Q-1. The Reporting Person disclaims beneficial ownership of the shares held by RTP Q-1 except to the extent of his proportionate pecuniary interest therein.
  - (6) The Reporting Person is a Managing Director of RV I LLC, which serves as the general partner of Redpoint Technology Partners A-I, L.P. ("RTP A-1"), and shares voting and investment power over the shares held by RTP A-1. The Reporting Person disclaims beneficial ownership of the shares held by RTP A-1 except to the extent of his proportionate pecuniary interest therein.
  - (7)

## Edgar Filing: WALECKA JOHN L - Form 4

The Reporting Person is a Managing Director of RV II LLC, which serves as the manager of Redpoint Associates II, LLC ("RA II"), and shares voting and investment power over the shares held by RA II. The Reporting Person disclaims beneficial ownership of the shares held by RA II except to the extent of his proportionate 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. 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.