

Noyes Kurt
Form 4
March 03, 2010

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 *
Noyes Kurt

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Accounting & Treasury

SAN DIEGO, CA 92121

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 (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	03/01/2010		M	410 A \$ 0.325	40,686	D	
Common Stock	03/01/2010		S ⁽¹⁾	410 D 3.9111	40,276	D	
Common Stock	03/01/2010		M	4,015 A \$ 0.325	44,291	D	
Common Stock	03/01/2010		S ⁽¹⁾	4,015 D 3.9111	40,276	D	
	03/01/2010		M	3,075 A \$ 0.325	43,351	D	

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Common
Stock

Common Stock	03/01/2010		S ⁽¹⁾	3,075	D	\$ 3,9111	40,276	D
						<u>(2)</u>		

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 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 (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. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 0.325	03/01/2010		M	410	⁽³⁾ 07/02/2013	Common Stock	410
Incentive Stock Option (right to buy)	\$ 0.325	03/01/2010		M	3,075	⁽⁴⁾ 04/15/2014	Common Stock	3,075
Incentive Stock Option (right to buy)	\$ 0.325	03/01/2010		M	4,015	⁽⁵⁾ 12/01/2014	Common Stock	4,015

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Noyes Kurt
6290 SEQUENCE DRIVE
SAN DIEGO, CA 92121

VP, Accounting & Treasury

Signatures

Lance W. Bridges, as attorney-in-fact for Kurt
Noyes

03/03/2010

__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) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 27, 2009.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.65 to \$4.0515, per share. The reporting person undertakes to provide to Entropic Communications (the "Company"), any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Vest 1/12th per month beginning 1/1/03.

1/4th of the shares vest one year after the Vesting Commencement Date beginning 4/8/04. 1/48th of the shares vest monthly thereafter over the next three years. The options may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.
- (3) Vest 1/12th per month beginning 1/1/03.

1/4th of the shares vest one year after the Vesting Commencement Date beginning 12/15/04. 1/48th of the shares vest monthly thereafter over the next three years. The options may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.
- (4) Vest 1/12th per month beginning 1/1/03.

1/4th of the shares vest one year after the Vesting Commencement Date beginning 4/8/04. 1/48th of the shares vest monthly thereafter over the next three years. The options may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.
- (5) Vest 1/12th per month beginning 1/1/03.

1/4th of the shares vest one year after the Vesting Commencement Date beginning 12/15/04. 1/48th of the shares vest monthly thereafter over the next three years. The options may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.

Remarks:

The reporting persons end of period holdings includes 275 shares purchased on April 30, 2008 under the Company's Employee Stock Purchase Plan.

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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