

ENTROPIC COMMUNICATIONS INC
 Form 3/A
 February 07, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Noyes Kurt | | (Month/Day/Year) | ENTROPIC COMMUNICATIONS INC [ENTR] | |
| (Last) | (First) | 12/06/2007 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 9276 SCRANTON ROAD, SUITE 200 | | | (Check all applicable) | 12/06/2007 |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| SAN DIEGO,Â CAÂ 92121 | | | VP Finance and Administration | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 40,000 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|----------------------------|----------------------------|
| Stock Option (right to buy) | Â (1) | 07/01/2013 | Common Stock 410 | \$ 0.325 D Â |
| Stock Option (right to buy) | Â (2) | 04/13/2014 | Common Stock 15,385 | \$ 0.325 D Â |
| Stock Option (right to buy) | Â (3) | 11/30/2014 | Common Stock 15,384 | \$ 0.325 D Â |
| Stock Option (right to buy) | Â (4) | 12/20/2015 | Common Stock 61,538 | \$ 0.325 D Â |
| Stock Option (right to buy) | Â (5) | 12/30/2016 | Common Stock 30,769 | \$ 0.325 D Â |
| Stock Option (right to buy) | Â (6) | 05/16/2017 | Common Stock 41,538 | \$ 1.495 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Noyes Kurt 9276 SCRANTON ROAD, SUITE 200 SAN DIEGO, CA 92121 | Â | Â | Â VP Finance and Administration | Â |

Signatures

/s/ Lance W. Bridges as attorney-in-fact 02/07/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 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
- (2) 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.
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
- (3) 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.
1/4th of the shares vest one year after the Vesting Commencement Date beginning 12/1/05. 1/48th of the shares vest monthly thereafter
- (4) 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.
1/4th of the shares vest one year after the Vesting Commencement Date beginning 12/31/06. 1/48th of the shares vest monthly thereafter
- (5) 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.
- (6)

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1/4th of the shares vest one year after the Vesting Commencement Date beginning 5/17/07. 1/48th of the shares vest monthly thereafter 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. 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.

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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