

Henry Patrick C
Form 4
August 26, 2008

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 *
Henry Patrick C

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)
08/25/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chairman of the Board

SAN DIEGO, CA 92121
(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/25/2008 | | P | | 20,900 | A | \$ 1.86 ⁽¹⁾ |
| Common Stock | 08/26/2008 | | P | | 4,100 | A | \$ 1.86 ⁽²⁾ |
| Common Stock | | | | | 2,500 | | |
| Common Stock | | | | | 153,846 | I | '07 Patrick Trust ⁽³⁾ |
| | | | | | 153,846 | I | |

Common
Stock

'07 Wendy
Trust ⁽⁴⁾

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Henry Patrick C 6290 SEQUENCE DRIVE SAN DIEGO, CA 92121 | X | | CEO & Chairman of the Board | |

Signatures

By: Lance W. Bridges attorney-in-fact For: Patrick Henry 08/26/2008

__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) Reflects the weighted average purchase price of all shares purchased on August 25, 2008. The purchase prices for this transaction range from \$1.751 to \$1.87. The filer hereby agrees to provide, upon request, full information regarding the number of shares purchased at each purchase price.
 - (2) Reflects the weighted average purchase price of all shares purchased on August 25, 2008. The purchase prices for this transaction ranged from \$1.85 to \$1.86. The filer hereby agrees to provide, upon request, full information regarding the number of shares purchased at each

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separate price

- (3) The shares are held by the Wendy A. Henry and Patrick C. Henry, Trustees of the Patrick C. Henry 2007 Annuity Trust, of which the Reporting Person holds a pecuniary interest in the annuity provided for in the trust agreement.
- (4) The shares are held by the Wendy A. Henry and Patrick C. Henry, Trustees of the Wendy A. Henry 2007 Annuity Trust, of which the Reporting Person holds a pecuniary interest in the annuity provided for in the trust agreement.

Remarks:

The reporting persons end of period holdings includes 2,500 shares purchased on April 30, 2008 under the Company's Employ

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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