Pendrell Corp Form 4 August 26, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DOZOIS TIMOTHY M		Symbol					Issuer				
			Pendrell	Pendrell Corp [PCO]					(Check all applicable)		
(Last)	(First)	Middle)	3. Date of Earliest Transaction					<i>-</i>)			
			(Month/D	,				Director		6 Owner	
2300 CARII	LLON POINT		08/24/20	015				_X_ Officer (gives below)	ve title Oth below)	er (specify	
								Corp. Co	ounsel/Corp. Sec	retary	
	(Street)		4. If Ame	ndment, Da	te Origina	l		6. Individual or J	Joint/Group Fili	ng(Check	
			Filed(Mon	th/Day/Year))			Applicable Line) _X_ Form filed by	1 0		
KIRKLAND, WA 98033								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ties Acc	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Dat			3.	4. Securi			5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Year)		on Date, if	Transaction Code	on(A) or D (D)	ispose	d of	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Ilisti. 3)		any (Month	/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
		·	• •	, , , ,	` '			Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				C = V		or	ъ.	(Instr. 3 and 4)			
Class A				Code V	Amount	(D)	Price				
Common	08/24/2015			M	6,250	A	\$0	191,000	D		
Stock (1)					5,25		7 0	,	_		
Class A							•				
Common	08/24/2015			F	2,272	D	1.34	188,728	D		
Stock (2)							1.51				

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	and 5)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Unit Award (3)	\$ 0 (4)	08/24/2015		M		6,250	08/24/2013(5)	08/24/2022	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

DOZOIS TIMOTHY M 2300 CARILLON POINT KIRKLAND, WA 98033

Corp. Counsel/Corp. Secretary

Signatures

/s/ Timothy M. Dozois 08/26/2015

**Signature of Date
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) Vested restricted stock units were distributed to the Reporting Person, without payment, in shares of Class A Common Stock on a unit-for-share basis on the vesting date.
- (2) Shares deemed surrendered by the Reporting Person and withheld by the Issuer in payment of the tax liability resulting from the vesting of restricted stock units.
- (3) Each restricted stock unit represents a contingent right to receive one share of Pendrell Corporation Class A Common Stock.
- (4) Converts into Class A Common Stock on a unit-for-share basis on the vesting date.
- (5) 25% of the award vests on each of August 24, 2013, August 24, 2014, August 24, 2015 and August 24, 2016.

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.

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