Pandora Media, Inc.
Form 4
August 12, 2014

FORM 4

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

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Feuille James

(Last) (First) (Middle)

TWO EMBARCADERO CENTER, SUITE 2200

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Pandora Media, Inc. [P]

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/08/2014		G		273,585 (1)	D	$ 0	6,996	D	
Common Stock	08/08/2014		G		273,585 (1)	A	$ 0	273,585	I	By the Revocable Trust
Common Stock	08/08/2014		J		5,116	A	$ 0 (2)	278,701	I	By the Revocable Trust
Common Stock	08/11/2014		J		45,375	A	$ 0 (3)	324,076	I	By the Revocable Trust

Common Stock	08/11/2014		J	45,375	A	$ 0 (4)	270,187 (5)	I	By the Irrevocable Trust

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. 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
Feuille James TWO EMBARCADERO CENTER SUITE 2200 SAN FRANCISCO, CA 94111	X			

Signatures

James Feuille	08/12/2014
**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) On August 8, 2014, Mr. Feuille gifted these shares to the James M.P. Feuille & Nancy J. Murray 2012 Revocable Trust (the "Revocable Trust"), of which Mr. Feuille is co-trustee.

(2)

These shares were distributed to the Revocable Trust by an investment fund in which it is an investor in a pro rata distribution to all of the fund's investors for no consideration.

(3) These shares were distributed to the Revocable Trust by a limited liability company of which it is a member in a pro rata distribution to all of the company's members for no consideration.

(4) These shares were distributed to the Feuille-Murray Irrevocable Trust dated 12/19/ 2012 (the "Irrevocable Trust"), of which Mr. Feuille is a co-trustee, by a limited liability company of which the Irrevocable Trust is a member in a pro rata distribution to all of the company's members for no consideration.

(5) These shares were reported on previous Forms 4 as held directly by Mr. Feuille. However, they are held directly by the Irrevocable Trust.

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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