

Pendrell Corp
Form 4
June 16, 2015

FORM 4

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

OMB APPROVAL

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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 *
MIKLES LEE E

(Last) (First) (Middle)
2300 CARILLON POINT
(Street)

KIRKLAND, WA 98033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Pendrell Corp [PCO]

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------|---|--------------------------------------|
| Class A Common Stock | 06/15/2015 | | A | V | 1,000,000 (1) | A | \$ 0 | 1,112,579 (2) | D | |
| Class A Common Stock | | | | | 50,000 | I | | | | By trust for the benefit of children |
| Class A Common Stock | | | | | 125,791 | I | | | | By spouse |
| | | | | | 161,100 | I | | | | |

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| | | | | | | | |
|----------------------------|--|--|--|--|--------|---|--|
| Class A Common Stock | | | | | | | By revocable trust |
| Class A Common Stock | | | | | 10,000 | I | By trust for the benefit of daughter |
| Class A Common Stock | | | | | 1,000 | I | By custodial account for the benefit of son |

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Security (Instr. 3 and 4) | 8. Amount Owned Shares |
|---|--|---|---|--------------------------------------|--|-----|--|--------------------|--|------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Employee Stock Option (Right to Buy) | \$ 1.34 | 06/15/2015 | | A | 2,000,000 | | 01/01/2016 ⁽³⁾ | 06/15/2025 | Class A Common | 2 |
| Employee Stock Option (Right to Buy) | \$ 1.34 | 06/15/2015 | | A | 2,000,000 | | 02/15/2016 ⁽³⁾ | 06/15/2025 | Class A Common | 2 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 06/15/2015 | | A | 3,000,000 | | 01/01/2017 ⁽³⁾ | 06/15/2025 | Class A Common | 3 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 06/15/2015 | | A | 3,000,000 | | 02/15/2017 ⁽³⁾ | 02/15/2019 | Class A Common | 3 |

| | | | | | | | | |
|------------------------------|---------------------|------------|---|-----------|---------------------------|------------|-------------------|---|
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 06/15/2015 | A | 2,000,000 | 01/01/2017 ⁽³⁾ | 12/31/2019 | Class A Common | 2 |
|------------------------------|---------------------|------------|---|-----------|---------------------------|------------|-------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MIKLES LEE E 2300 CARILLON POINT KIRKLAND, WA 98033 | X | | President and CEO | |

Signatures

| | |
|--|---------------------|
| /s/ Timothy M. Dozois, Attorney-in-Fact | 06/16/2015 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 restricted stock is subject to vesting conditions as described in the Issuer's Form 8-K filed with the Securities and Exchange Commission on June 10, 2015.
- (2) Includes 79,416 shares of Class A Common Stock held in the reporting person's individual retirement account.
- (3) The award is subject to vesting conditions as described in the Issuer's Form 8-K filed with the Securities and Exchange Commission on June 10, 2015.
- (4) Converts into Class A Common Stock on a one-for-one basis upon vesting.

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.