Pendrell Corp Form 4 September 17, 2015

FORM 4

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

OMB 32

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

Form 4 or Form 5 obligations may continue.

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

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See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EDNIE STEVE			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Pendrell Corp [PCO]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
2300 CARILLON POINT		Γ	09/15/2015	_X_ Officer (give title Other (spec below) below)			
				VP and Chief Financial Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
KIRKLAND	, WA 98033			Form filed by More than One Reporting Person			
(C:+-)	(Ctota)	(7:)					

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 (1)	09/15/2015		M	62,500	A	\$ 0	62,500	D	
Class A Common Stock (2)	09/15/2015		F	17,094	D	\$ 1.37	45,406	D	

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

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SEC 1474

(9-02)

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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)			Derivative Expiration Date Gecurities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V		(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit Award (3)	\$ 0 (4)	09/15/2015		M		62,500	09/15/2015(5)	09/15/2024	Common Stock	62,5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EDNIE STEVE 2300 CARILLON POINT KIRKLAND, WA 98033

VP and Chief Financial Officer

Signatures

/s/ Timothy M. Dozois, Attorney-in-Fact

09/17/2015

**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) 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 September 15, 2015, September 15, 2016, September 15, 2017 and September 15, 2018.

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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