Pendrell Corp Form 4 September 16, 2016

## 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

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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).

Stock (2)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

may continue.

See Instruction

EDNIE STE	Symbol Pendre	Symbol Pendrell Corp [PCO]				Issuer (Chaok all appliaghla)					
(Last) (First) (Middle) 2300 CARILLON POINT		(Month/	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2016				(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  VP and Chief Financial Officer				
KIRKLANI	(Street)  O, WA 98033		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tak	ole I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	4. Securiti 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)			
Class A Common Stock (1)	09/15/2016		M	62,500	A	\$ 0	109,656	D			
Class A Common	09/15/2016		F	17,094	D	\$ 0.67	92,562	D			

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. Transactic Code (Instr. 8)	5. Number of or 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 Securities (Instr. 3 and 4)	
				Code V		(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit Award (3)	\$ 0 (4)	09/15/2016		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

09/16/2016

\*\*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.
- On September 15, 2014, the Reporting Person was granted 250,000 restricted stock units. 62,500 restricted stock units vested on each of September 15, 2015 and September 15, 2016. If the Reporting Person remains engaged, 62,500 restricted stock units will vest on each of 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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