Pendrell Corp Form 4 March 18, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

See Instruction

Rinn David H.			Symbol	Issuer		
			Pendrell Corp [PCO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
2300 CARILLON POINT			(Month/Day/Year) 03/15/2014	Director 10% Owner _X_ Officer (give title Other (specif below) VP and Chief Financial Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

2 Jaguar Nama and Tiakar or Trading

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

5 Relationship of Reporting Person(s) to

KIRKLAND, WA 98033

(Ctota)

(City)	(State)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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	03/15/2014		M	50,000	A	\$ 0 (1)	50,000	D	
Class A Common Stock (2)	03/15/2014		F	13,367	D	\$ 1.68	36,633	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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	vative Expiration Date rities (Month/Day/Year) aired (A) isposed of		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit Award	\$ 0 (1)	03/15/2014		M	50,000	03/15/2014(3)	03/15/2023	Class A Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rinn David H.

2300 CARILLON POINT VP and Chief Financial Officer KIRKLAND, WA 98033

Signatures

/s/ Timothy M. Dozois, attorney-in-fact 03/17/2014

**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) Each restricted stock unit represents the right to receive, at settlement, one share of Class A common stock. This transaction represents the settlement of restricted stock units in shares of Class A common stock on the scheduled vesting date.
- (2) Shares withheld by the Issuer to satisfy the minimum statutory tax withholding requirements upon the vesting of restricted stock units. No shares were sold.
- (3) 25% of the award vests on each of March 15, 2014, March 15, 2015, March 15, 2016 and March 15, 2017, assuming continued employment through the applicable vesting date.

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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