

Pendrell Corp  
 Form 4  
 November 28, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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).

**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)  
 11/23/2016

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)	
				(A) or (D)	Price			
Class A Common Stock	11/23/2016		S	5,500	D	6.4025	105,757 <sup>(2)</sup>	D
						<u>(1)</u>		
Class A Common Stock	11/25/2016		S	5,000	D	6.4227	100,757 <sup>(2)</sup>	D
						<u>(3)</u>		
Class A Common Stock	11/28/2016		S	2,000	D	6.3901	98,757 <sup>(2)</sup>	D
						<u>(4)</u>		
Class A Common							12,579	I By spouse

Stock

Class A Common Stock	5,000	I	By trust for the benefit of children
Class A Common Stock	16,110	I	By revocable trust
Class A Common Stock	1,000	I	By trust for the benefit of daughter
Class A Common Stock	100	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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		President and CEO	

MIKLES LEE E  
2300 CARILLON POINT  
KIRKLAND, WA 98033

## Signatures

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

11/28/2016

\_\_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).

Represents the weighted average sales price. The highest price at which shares were sold was \$6.45212 and the lowest price at which  
(1) shares were sold was \$6.375703. The reporting person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the issuer or its shareholders, full information regarding the number of shares purchased or sold at each separate price.

(2) Includes 7,941 shares of Class A Common Stock held in the reporting person's individual retirement account.

Represents the weighted average sales price. The highest price at which shares were sold was \$6.435187 and the lowest price at which  
(3) shares were sold was \$6.40387. The reporting person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the issuer or its shareholders, full information regarding the number of shares purchased or sold at each separate price.

Represents the weighted average sales price. The highest price at which shares were sold was \$6.4262 and the lowest price at which  
(4) shares were sold was \$6.354. The reporting person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the issuer or its shareholders, full information regarding the number of shares purchased or sold at each separate price.

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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