

Pendrell Corp
Form 4
June 16, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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	(A) 1,000,000 (1)	\$ 0	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

