Pendrell Corp Form 4 August 25, 2016 FORM 2 Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	UNITED S STATEMI Filed pursu Section 17(a)	V ENT OF CHA	Vashington ANGES IN SECUI n 16(a) of th : Utility Hol	, D.C. 20 BENEF RITIES ne Securi Iding Con)549 ICIA ties E npan	LOWN Exchange y Act of	1935 or Section	OMB Number: Expires: Estimated a burden hour response		
1. Name and Addre DOZOIS TIMC	suer Name an ol rell Corp [F		Tradi	0	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (Mi	iddle) 3. Dat	e of Earliest T	ransaction			(Check	an applicable)	
2300 CARILLON POINT (Month/D 08/24/24			:h/Day/Year) 4/2016				Director10% Owner XOfficer (give titleOther (specify below) below) Corp. Counsel/Corp. Secretary			
Filed(Mor			Amendment, D Month/Day/Yea	-	ıl		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
KIRKLAND, V	VA 98033						Person	ore than one rej	jorning	
(City)	(State) (Z	Zip) T	able I - Non-	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
	-	2A. Deemed Execution Date, any (Month/Day/Yea	Code ur) (Instr. 8)	4. Securi or(A) or D (Instr. 3, Amount	ispose 4 and (A) or	d 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			Code V	Anount	(D)	THEE				
Common 08 Stock (1)	/24/2016		М	6,250	А	\$0	204,978	D		
Class A Common 08 Stock	/24/2016		F	2,272	D	\$ 0.7058	202,706	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 on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Restricted Stock Unit Award (2)	\$ 0 <u>(3)</u>	08/24/2016		М	6,250	08/24/2016 <u>(4)</u>	08/24/2022	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DOZOIS TIMOTHY M 2300 CARILLON POINT KIRKLAND, WA 98033			Corp. Counsel/Corp. Secretary				
Signatures							

/s/ Timothy M. Dozois <u>**Signature of</u> Reporting Person 08/25/2016 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) Each restricted stock unit represents a contingent right to receive one share of Pendrell Corporation Class A Common Stock.
- (3) Converts into Class A Common Stock on a unit-for-share basis on the vesting date.
- (4) On August 24, 2012, the reporting person was granted 25,000 restricted stock units. 6,250 restricted stock units vested on August 24, 2016. The award is now fully vested.

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.