

PIMCO CORPORATE & INCOME OPPORTUNITY FUND
 Form 4/A
 February 06, 2015

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 *
GROSS WILLIAM H

2. Issuer Name and Ticker or Trading Symbol
PIMCO CORPORATE & INCOME OPPORTUNITY FUND [PTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
151 DETROIT STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2015

____ Director _____ 10% Owner
 ____ Officer (give title below) X Other (specify below)
SEE REMARKS

DENVER, CO 80206
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/16/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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)
			Code	V	Amount	(D)	Price
COMMON STOCK	01/14/2015		S		70,246	D	\$ 16.0162 <u>(1)</u>
COMMON STOCK						D	1,161,356
COMMON STOCK					708,611	I	BY CHILD TRUST #1
COMMON STOCK					694,668	I	BY CHILD

COMMON STOCK	724,874	I	TRUST #4 BY CHILD TRUST #7
COMMON STOCK	13,400	I	BY CHILD TRUST #8
COMMON STOCK	10,762	I	BY CHILD TRUST #10
COMMON STOCK	10,762	I	BY CHILD TRUST #11
COMMON STOCK	10,763	I	BY CHILD TRUST #12

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.

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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 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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GROSS WILLIAM H 151 DETROIT STREET DENVER, CO 80206	SEE REMARKS

Signatures

/s/ Amy J. Stefonick, Attorney-in-Fact for William H. Gross	02/06/2015
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**Signature of Reporting Person	Date
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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) The price reported in Column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$15.975 to \$16.07, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this footnote.

Remarks:

The Reporting Person is a former Portfolio Manager of the Issuer. The Reporting Person ceased being affiliated with the Issuer.

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.