Pendrell Corp Form 4 August 27, 2013

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Jaffe Robert S			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	Pendrell Corp [PCO]  3. Date of Earliest Transaction	(Check all applicable)		
2300 CARILLO	ON POINT		(Month/Day/Year) 08/24/2013	Director 10% Owner X Officer (give title Other (specify below) VP General Counsel/Corp. Sec.		
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Report			
KIRKLAND, WA 98033				Form filed by More than One Reporting Person		

(City)	(State) (	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acquire	d 5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed of	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	1 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(4)	Reported			
					(A)	Transaction(s)			
			Code V	Amount	or (D) Pri	(Instr. 3 and 4)			
Class A									
Common	08/24/2013		M	10,156	A \$ (	254,581	D		
Stock (1)				-,	,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Pendrell Corp - Form 4

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)	onDerivative 1		6. Date Exercisab Expiration Date (Month/Day/Year	*		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V		(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Restricted Stock Unit Award (2)	\$ 0 (3)	08/24/2013		M		10,156	08/24/2013(4)	08/24/2022	Common Stock	10,1	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jaffe Robert S 2300 CARILLON POINT KIRKLAND, WA 98033

VP General Counsel/Corp. Sec.

## **Signatures**

/s/ Timothy M. Dozois, attorney-in-fact

08/27/2013

\*\*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) 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) 25% of the award vests on each of August 24, 2013, August 24, 2014, August 24, 2015 and August 24, 2016.

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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