

PARKER JEFFREY
Form SC 13D/A
March 16, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 5)*

PARKERVISION, INC.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

701354102
(CUSIP Number)

Jeffrey L. Parker
ParkerVision, Inc.
7915 Baymeadow Way, Suite 400
Jacksonville, Florida 32256
(904) 737-1367
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 3, 2009
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information that would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

J-Parker Family Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) S
(b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR
2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		48,400
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		48,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
48,400

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.15%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

J-ParkerCo, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) S
(b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR
2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		48,400
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		48,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
48,400

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.15%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Family Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) S
(b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR
2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		75,000
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		75,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
75,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.23%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Deborah Parker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) S
(b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR
2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		2,172,584
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,172,584

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,172,584

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.63%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Jeffrey L. Parker
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) S
(b) "
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
- PF
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR
2(e) o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- United States
- | | | |
|--|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | 171,193 |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 8 | SHARED VOTING POWER |
| | | 2,988,171 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 171,193 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 2,988,171 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,159,364
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.47%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This Amendment No. 5 (“Amendment No. 5”) amends the Schedule 13D (“Schedule 13D”) filed by J-Parker Family Limited Partnership (“J-PFLP”), J-ParkerCo., Inc. (“J-General Partner”), Deborah Parker (“D. Parker”) and Jeffrey L. Parker (“Parker”) with respect to ownership of the common stock, par value \$0.01 per share (“Common Stock”), of ParkerVision, Inc., a Florida corporation (the “Issuer”). J-PFLP, J-General Partner, the Family Trust (“Family Trust”), D. Parker and Parker are collectively referred to as the “Reporting Persons.” This Schedule 13D, as previously filed, remains unchanged except as supplemented by or inconsistent with the following.

The percentage of beneficial ownership reflected in this Schedule 13D, as amended, is based upon 32,747,683 shares of Common Stock outstanding as of March 6, 2009.

Item 1. Security and Issuer.

The class of equity securities to which this Schedule 13D, as amended, relates is the Common Stock of the Issuer. The Issuer’s principal executive offices are located at 7915 Baymeadows Way, Suite 400, Jacksonville, Florida 32256.

Item 2. Identity and Background.

J-PFLP’s business address is located at 409 S. 17th Street, Omaha, Nebraska 68102. J-PFLP is a limited partnership organized and existing under the laws of Nebraska. The principal business of J-PFLP is to hold certain shares of the Issuer’s Common Stock owned by Parker.

J-General Partner’s business address is located at 409 S. 17th Street, Omaha, Nebraska 68102. J-General Partner is a corporation organized and existing under the laws of Nebraska. The principal business of J-General Partner is to act as the sole general partner of J-PFLP. J-General Partner owns 1% of J-PFLP and was formed, and is 100% owned, by Parker. Parker is the President and sole Director of J-General Partner.

Family Trust’s business address is located at 7915 Baymeadows Way, Suite 400, Jacksonville, Florida 32256. Family Trust, of which Parker serves as the trustee, is a trust existing under the laws of Florida. Family Trust holds shares of the Issuer’s Common Stock for the benefit of Parker’s dependents.

D. Parker’s address is 7915 Baymeadows Way, Suite 400, Jacksonville, Florida 32256. D. Parker is a citizen of the United States. D. Parker has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Parker’s business address is located at 7915 Baymeadows Way, Suite 400, Jacksonville, Florida 32256. Parker is the Chairman of the Board and Chief Executive Officer of the Issuer. The Issuer is engaged in the design, development and sale of wireless radio frequency technologies. Parker is a citizen of the United States.

During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the past five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

On June 4, 2008, pursuant to the Issuer's 2000 Performance Equity Plan, the Issuer granted to Parker 75,000 restricted stock units that vest in 12 equal quarterly installments beginning on August 31, 2008 ("Time Vested RSU") and 75,000 restricted stock units that vest based on the price of the Issuer's Common Stock but no later than June 4, 2011. Parker used no funds to acquire such restricted stock units.

On July 22, 2008, Parker and D. Parker, as joint tenants in common, transferred by gift 75,000 shares of the Issuer's Common Stock to Family Trust. Family Trust used no funds to acquire such shares. On the same date, Parker and D. Parker, as joint tenants in common, transferred by gift 30,000 shares of the Issuer's Common Stock to various unaffiliated third parties.

On each of August 31, 2008, December 1, 2008 and February 28, 2009, Parker received 6,250 shares of Common Stock upon the vesting of installments of the Time Vested RSUs. Parker used no funds to acquire such shares. Of the shares of Common Stock that vested