

SORRELLS DAVID F
Form 4
December 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
SORRELLS DAVID F

(Last) (First) (Middle)
7915 BAYMEADOWS WAY, SUITE 400
(Street)

JACKSONVILLE, FL 32256

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PARKERVISION INC [PRKR]

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2008

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)
Chief Technical Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/01/2008		M		4,791 A \$ 9,956	D	
Common stock	12/02/2008		S ⁽³⁾		497 D \$ 2.3 9,459	D	
Common Stock	12/02/2008		S ⁽³⁾		3 D \$ 2.32 9,456	D	
Common Stock	12/02/2008		S ⁽³⁾		200 D \$ 2.33 9,256	D	
Common Stock	12/02/2008		S ⁽³⁾		300 D \$ 2.34 8,956	D	

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Common Stock	12/02/2008	S ⁽³⁾	416	D	\$ 2.5	8,540	D
Common Stock	12/02/2008	S ⁽³⁾	300	D	\$ 2.68	8,240	D
Common Stock	12/02/2008	S ⁽³⁾	200	D	\$ 2.69	8,040	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. 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 or Number of Shares (Instr. 3 and 4)
Restricted Stock Units	<u>(1)</u>	12/01/2008		M	4,791	<u>(2)</u> <u>(2)</u>	Common Stock	4,791

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SORRELLS DAVID F 7915 BAYMEADOWS WAY SUITE 400 JACKSONVILLE, FL 32256	X		Chief Technical Officer	

Signatures

David Sorrells 12/03/2008

**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) Each Restricted Stock Unit (RSU) entitles holder to one share of PRKR common stock upon vesting. The reporting person settled 4,791 RSUs.
- (2) The remaining RSUs vest in quarterly increments through May 31, 2011. Vested shares will be delivered to the reporting person promptly after vesting.
- (3) Shares sold under 10b5-1 plan to cover taxes payable upon vesting of RSU.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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