

Pendrell Corp
Form 4
October 04, 2011

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 *
MCCA W CRAIG

(Last) (First) (Middle)
2300 CARILLON POINT
(Street)
KIRKLAND, WA 98033
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Pendrell Corp [PCO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2011

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)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	10/01/2011	<u>(4)</u>	A		90,909	A	\$ 0
Class A Common Stock					2,339,724	I	By: Eagle River, Inc. <u>(1)</u>
Class A Common Stock					20,696,037	I	By: Eagle River Satellite Holdings, LLC <u>(2)</u>
					17,932,651	I	

Class A
Common
Stock

By: Eagle
River
Partners,
LLC ⁽³⁾

Class B
Common
Stock

44,360,000 I

By: Eagle
River
Satellite
Holdings,
LLC ⁽²⁾

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

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(9-02)

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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCAW CRAIG 2300 CARILLON POINT KIRKLAND, WA 98033	X	X		

Signatures

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

10/04/2011

__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) The Reporting Person is the sole shareholder of Eagle River, Inc.

(2) The Reporting Person is the sole manager and beneficial member of Eagle River Investments, LLC, which is the sole member of Eagle River Satellite Holdings, LLC ("ERSH") and as such may be deemed to share the power to vote or to direct the vote, or to dispose or direct the disposition of, the Issuer's securities beneficially owned by ERSH. The Reporting Person disclaims beneficial ownership of the Issuer's securities directly owned by ERSH, except to the extent of any pecuniary interest.

(3) The Reporting Person is the beneficial member of Eagle River Partners, LLC, ("ERP") and as such may be deemed to share the power to vote or to direct the vote, or to dispose or direct the disposition of, the Issuer's securities beneficially owned by ERP. The Reporting Person disclaims beneficial ownership of the Issuer's securities directly owned by ERP, except to the extent of any pecuniary interest.

(4) The issuance of restricted stock reflected in this report was authorized and documented on July 11, 2011 but was subject to availability of shares under the Company's amended and restated stock incentive plan (the "Plan"). A significant number of outstanding options expired on October 1, 2011, returning a large number of shares to the Plan, and thereby satisfying this condition. With the issuance condition satisfied, the restricted stock remains subject to vesting conditions established by the board of directors and set forth in the recipient's restricted stock grant.

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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