Pendrell Corp Form 4 October 04, 2011

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

**OMB APPROVAL** 

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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 * THOMPSON H BRIAN |             |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
|--|-------------|----------|--|---|--|--|
|  |             |          | Pendrell Corp [PCO]                                | (Check all applicable)  |  |  |
| (Last)   | (First)     | (Middle) | 3. Date of Earliest Transaction                    | •   |  |  |
|  |             |          | (Month/Day/Year)                                   | X Director 10% Owner  |  |  |
| 2300 CARILLON POINT  |             |          | 10/01/2011   | Officer (give title Other (specify below)   |  |  |
|  | (Street)    |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check   |  |  |
| WIDW AND   | W. 1, 00000 |          | Filed(Month/Day/Year)                              | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |  |  |
| KIRKLAND, WA 98033   |             |          |  | Person  |  |  |
| (City)   | (State)     | (Zip)    | Table I Non Derivative Securities Ac               | equired Disposed of ar Ranaficially Owne  |  |  |

| (City)     | (State) (                           | Table            | e I - Non-D                   | erivative S         | Securi         | ities Acq    | quired, Disposed | of, or Beneficial | lly Owned    |
|------------|-------------------------------------|------------------|-------------------------------|---------------------|----------------|--------------|------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date                 | 2A. Deemed       | 3.                            | 4. Securi           | ties A         | cquired      | 5. Amount of     | 6. Ownership      | 7. Nature of |
| Security   | (Month/Day/Year) Execution Date, if |                  | Transaction(A) or Disposed of |                     |                |              | Securities       | Form: Direct      | Indirect     |
| (Instr. 3) |                                     | any              | Code                          | Code (D)            |                | Beneficially | (D) or           | Beneficial        |              |
|            |                                     | (Month/Day/Year) | (Instr. 8)                    | (Instr. 3, 4 and 5) |                | Owned        | Indirect (I)     | Ownership         |              |
|            |                                     |                  |                               |                     |                | Following    | (Instr. 4)       | (Instr. 4)        |              |
|            |                                     |                  |                               | (4)                 |                |              | Reported         |                   |              |
|            |                                     | (A)              |                               |                     | Transaction(s) |              |                  |                   |              |
|            |                                     |                  | Code V                        | Amount              | or<br>(D)      | Price        | (Instr. 3 and 4) |                   |              |
| Class A    |                                     |                  |                               |                     | ` ´            | \$           |                  |                   |              |
| Common     | 10/01/2011                          |                  | P                             | 4,333               | A              | 2.25         | 4,333            | D                 |              |
| Stock      |                                     |                  |                               |                     |                | (3)          |                  |                   |              |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Derivative Expiration Date Gecurities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4, |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     |
|---|---|--------------------------------------|---|---|--|--|--------------------|---|-------------------------------------|
|   |   |                                      |   | Code V                                  | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 2.25 <u>(3)</u>  | 10/01/2011                           |   | A                                       | 60,000   | <u>(1)</u>   | 10/01/2021         | Class A<br>Common<br>Stock                                    | 60,000                              |

# **Reporting Owners**

| Reporting Owner Name / Address                                | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |
| THOMPSON H BRIAN<br>2300 CARILLON POINT<br>KIRKLAND, WA 98033 | 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 shares subject to this option will vest on the first anniversary of the option grant, with the effect that the shares become fully vested and exercisable after one year of service on the Board (subject to accelerated vesting in certain circumstances).
  - Stock option to purchase 60,000 shares of the Issuer's Class A Common Stock granted on October 1, 2011, pursuant to the Issuer's
- (2) Amended and Restated Board Compensation Policy for continued board service, under the 2000 Stock Incentive Plan, as Amended and Restated Effective June 15, 2007.
- (3) Closing price of PCO stock on September 30, 2011 as quoted on the Nasdaq Global Market.

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.

Reporting Owners 2