Jaffe Robert S Form 3 June 25, 2012

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Estimated average burden hours per response...

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 *

Jaffe Robert S

(Last)

(First) (Middle)

Statement

(Month/Day/Year)

06/20/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Pendrell Corp [PCO]

4. Relationship of Reporting Person(s) to Issuer

Director

5. If Amendment, Date Original

Filed(Month/Day/Year)

2300 CARILLON POINT

(Street)

(Check all applicable)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

_X__ Officer (give title below) (specify below) General Counsel; Corporate Sec

Form filed by More than One

Reporting Person

KIRKLAND, WAÂ 98033

(City) (State)

1. Title of Security (Instr. 4)

2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

10% Owner

Other

Direct (D) or Indirect (I) (Instr. 5)

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

(Zip)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

currently valid OMB control number.

SEC 1473 (7-02)

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

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative Security

4.

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Title

Amount or Number of Shares

Direct (D) or Indirect (I) (Instr. 5)

1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jaffe Robert S

2300 CARILLON POINT General Counsel; Corporate Sec KIRKLAND, WAÂ 98033

Signatures

/s/ Timothy M. Dozois, attorney-in-fact 06/25/2012

**Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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