Wolff Benjamin G Form 4 August 28, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Ad Wolff Benjan	ddress of Report min G	ing Person *	2. Issuer Name and 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				
2300 CARILLON POINT		•	(Month/Day/Year) 08/24/2012	X Director 10% OwnerX Officer (give title Other (specify below) CEO, President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
KIRKLAND	o, WA 98033		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(6:4)	(6, ,)	(T')					

(City)	(State)	Tabl	e I - Non-D	erivative Se	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqı	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	f Transaction(A) or Disposed of (D)				Securities	Form: Direct	Indirect
(Instr. 3)		any		Code (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A			Coue v	Amount	(D)	Titte			
Class A					D			_	
Common	08/24/2012		D	500,000	(1)	\$ 0	2,335,454	D	
Stock					<u> </u>				

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)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Wolff Benjamin G								
2300 CARILLON POINT	X		CEO, President					
KIRKLAND, WA 98033								

Signatures

/s/ Timothy M. Dozois, attorney-in-fact 08/28/2012

**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).

On August 24, 2012, the Issuer's Board of Directors determined, with the concurrence of the reporting person, that the vesting conditions associated with 500,000 shares of performance-based restricted stock issued to the reporting person in February 2010 will not be satisfied, resulting in the cancellation of such shares. The vesting of such shares was conditioned upon approval by the Issuer's Board of Directors following resolution of the Issuer's litigation with The Boeing Company.

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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