SLOAN STUART M

Form 4

October 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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 * SLOAN STUART M | 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) 10/01/2012 | X Director 10% Owner Officer (give title below) Other (specification) | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| KIRKLAND, WA 98033 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) (| Zip) Table | e I - Non-D | erivative S | ecurit | ties Acq | uired, Disposed o | of, or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|-----------------------------------|-------------------|---|-----------|------------|--------------------------------------|----------------------------------|----------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transaction | 4. Securition(A) or Dis (Instr. 3, 4 | sposed | of (D) | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial |
| , , , | | (Month/Day/Year) | (Instr. 8) | | (A) | | Owned Following Reported | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Class A Common Stock | 10/01/2012 | | A | 14,601 (1) | A | \$ 1.13 | 48,030 | 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)

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| 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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Derivative Expiration Date Securities (Month/Day/Yea 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 Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 1.13 | 10/01/2012 | | A | 60,000 | (2) | 10/01/2022 | Class A Common Stock | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | |
| SLOAN STUART M 2300 CARILLON POINT KIRKLAND, WA 98033 | X | | | | | | |
| | | | | | | | |

Signatures

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

10/03/2012

Date

**Signature of Reporting Person

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) Represents shares issued to the reporting person as compensation for board service provided for the quarter ended September 30, 2012.
- (2) The options will vest as to 100% of the shares subject thereto on October 1, 2013.

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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