Pendrell Corp Form 4 October 04, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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if no longer

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(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading THOMPSON H BRIAN Issuer Symbol Pendrell Corp [PCO] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 2300 CARILLON POINT 09/30/2016 below) 6. Individual or Joint/Group Filing(Check (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting KIRKLAND, WA 98033 Person

(State)

(Zip)

(City)

(011)	(State)	Tab	le I - Non-	Derivative Secu	rities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed of	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				(A)		Reported	(I)	
				(A)	'	Transaction(s)	(Instr. 4)	
			Code V	Amount (D)	Price	(Instr. 3 and 4)		
Class A				14001	\$			
Common Stock (1)	10/01/2016	09/30/2016	A	14,231 A	0.6851 $\underline{^{(1)}}$	181,301	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. Transaction Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (1) (3)	\$ 0.691	10/01/2016		A	60,000	10/01/2017	10/01/2026	Class A Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
THOMPSON H BRIAN 2300 CARILLON POINT KIRKLAND, WA 98033	X					

Signatures

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

**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 number of shares and price per share reported do not reflect the issuer's 1-for-10 reverse stock split of its Class A and Class B common stock that became effective at 5:00 Pacific time on September 30, 2016.
- (2) Represents pre-reverse split shares issued to the reporting person as compensation for board service provided for the quarter ended September 30, 2016.
- (3) Stock options granted under the Pendrell Corporation 2012 Equity Incentive Plan and pursuant to the Issuer's Board Compensation Policy.

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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