FOX RICHARD P Form 4

October 04, 2011

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

30(h) of the Investment Company Act of 1940

Pendrell Corp [PCO]

(Month/Day/Year)

10/01/2011

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FOX RICHARD P

(Last)

Common

Stock

(First)

(Middle)

2300 CARILLON POINT

(Street)

10/01/2011

KIRKLAND, WA 98033

4. If Amendment, Date Original Filed(Month/Day/Year)

Symbol

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv

(Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

Reported

Transaction(s)

(Instr. 3 and 4)

(D) or Indirect (I) (Instr. 4)

Form: Direct Indirect Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

or Amount (D) Price Class A

4,444

P

\$ Α 2.25 4,444

(3)

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 or Derivative 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)	\$ 2.25 <u>(3)</u>	10/01/2011		A	60,000	<u>(1)</u>	10/01/2021	Class A Common Stock	60,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
FOX RICHARD P 2300 CARILLON POINT 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.

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