Siino Joseph Kent Form 4 November 16, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

See Instruction

See Instruction

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Output

Description To(a) of the Seedings Tector 1934, 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Siino Joseph Kent Issuer Symbol Pendrell Corp [PCO] (Check all applicable) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 2300 CARILLON POINT 11/14/2012 below) below) Chief IP Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting KIRKLAND, WA 98033 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common \$0 D 11/14/2012⁽¹⁾ Α 100,000 Α 1,774,000 Stock

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai Ni Sh
Employee Stock Option (Right to Buy)	\$ 2.64	11/14/2012 <u>(2)</u>		A	50,000	02/15/2013(3)	02/15/2022	Class A Common Stock	
Employee Stock Option (Right to Buy)	\$ 1.21	11/14/2012 <u>(4)</u>		A	1,950,000	08/24/2013(5)	08/24/2022	Class A Common Stock	1
Restricted Stock Unit Award	\$ 0 (6)	11/14/2012 ⁽⁷⁾		A	325,000	08/24/2013(8)	08/24/2022	Class A Common Stock	
Restricted Stock Unit Award	\$ 0 (6)	11/14/2012 <u>(7)</u>		A	325,000	11/14/2012 <u>(9)</u>	08/24/2016	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
F-	Director	10% Owner	Officer	Other		
Siino Joseph Kent						
2300 CARILLON POINT			Chief IP Officer			
KIRKLAND, WA 98033						

Signatures

/s/ Timothy M. Dozois, attorney-in-fact 11/16/2012

**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).
- The restricted stock award was approved by the compensation committee of the Issuer's board of directors on February 7, 2012, effective February 15, 2012, subject to stockholder approval of the Pendrell Corporation 2012 Equity Incentive Plan (the "2012 Plan"). The Issuer's stockholders approved the 2012 Plan on November 14, 2012. The restricted stock award is subject to vesting conditions as established by the compensation committee of the Issuer's board of directors.
- (2) The option grant was approved by the compensation committee of the Issuer's board of directors on February 7, 2012, effective February 15, 2012, subject to stockholder approval of the 2012 Plan. The Issuer's stockholders approved the 2012 Plan on November 14, 2012.

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- (3) The option vests as to 25% of the total grant on each of February 15, 2013, February 15, 2014, February 15, 2015 and February 15, 2016, subject to the continued employment of the Reporting Person through such dates.
- (4) The option grant was approved by the compensation committee of the Issuer's board of directors on August 9, 2012, effective August 24, 2012, subject to stockholder approval of the 2012 Plan. The Issuer's stockholders approved the 2012 Plan on November 14, 2012.
- (5) The option vests as to 25% of the total grant on each of August 24, 2013, August 24, 2014, August 24, 2015 and August 24, 2016, subject to the continued employment of the Reporting Person through such dates.
- (6) Converts into Class A Common Stock on a one-for-one basis upon vesting.
- The restricted stock units were approved by the compensation committee of the Issuer's board of directors on August 9, 2012, effective (7) August 24, 2012, subject to stockholder approval of the 2012 Plan. The Issuer's stockholders approved the 2012 Plan on November 14, 2012.
- The restricted stock units vest as to 25% of the total award on each of August 24, 2013, August 24, 2014, August 24, 2015 and August 24, 2016, subject to the continued employment of the Reporting Person through such dates.
- The restricted stock units will vest as to (i) 50% of the award when the average closing share price of the Issuer's Class A Common Stock for any 60 consecutive calendar days, as reported on Nasdaq, is \$2.00 or higher; and (ii) 50% of the award when the average closing share price of the Issuer's Class A Common Stock for any 60 consecutive calendar days, as reported on Nasdaq, is \$3.00 or higher, subject to the continued employment of the Reporting Person through such dates.

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.