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 APPROVAL OMB

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

EMERSON RICHARD P			Symbol Pandrall Corn [DCO]				Issuer			
		FCI	Pendrell Corp [PCO]				(Check all applicable)			
(Last)	(First)	Middle) 3. I	Date of Earliest Tr	ansaction						
2300 CARILLON POINT			(Month/Day/Year) 09/30/2016				_X_ Director Officer (give to below)		Owner er (specify	
	(Street)	4. I	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
KIRKI AN	D, WA 98033	File	ed(Month/Day/Year)		- -	Applicable Line) _X_ Form filed by Ou Form filed by Mo	ne Reporting Pe	rson	
	D , W11 70033					F	Person			
(City)	(State)	(Zip)	Table I - Non-D	erivative s	Secur	ities Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code		ed of (5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock (1)	10/01/2016	09/30/2016	A	12,771 (2)	A	\$ 0.6851	192,163	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		
EMERSON RICHARD P 2300 CARILLON POINT KIRKLAND, WA 98033	X					

Signatures

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

10/04/2016

**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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