DOZOIS TIMOTHY M

Form 4 July 26, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

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

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and A | rting Person * | 2. Issuer Name and Ticker or Trading Symbol Pendrell Corp [PCO] | | | Issuer | | | | |
|------------------------------|----------------|--|--------------------------------|-------------|------------------------|--|---|--|--|
| (Last) | (First) | (Middle) | 3 Date of | Earliest Tr | ansaction | (Ch | neck all applicable) | | |
| , , | LLON POIN | , , | (Month/D 07/24/20 | ay/Year) | | below) | ive title 10% Owner below) counsel/Corp. Secretary | | |
| (Street) KIRKLAND, WA 98033 | | | 4. If Amendment, Date Original | | | 6. Individual or | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Mor | th/Day/Year |) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative Securities A | acquired, Disposed | of, or Beneficially Owned | | |
| 1.Title of | 2. Transaction | Date 2A. Dee | med | 3. | 4. Securities | 5. Amount of | 6. Ownership 7. Nature | | |

| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties | | 5. Amount of | 6. Ownership | 7. Nature of |
|------------------|---------------------|--------------------|----------------------------|---------------------|-----------|--------------|------------------|--------------|--------------|
| Security | (Month/Day/Year) | Execution Date, if | TransactionAcquired (A) or | | | r | Securities | Form: Direct | Indirect |
| (Instr. 3) | any | | Code | Disposed of (D) | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | Owned | Indirect (I) | Ownership | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Class A | | | | | | | | | |
| Common Stock (1) | 07/24/2017 | | M | 500 | A | \$0 | 28,770 | 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. 5. Number Transactionof Code Derivative (Instr. 8) 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 |
| Restricted Stock Unit Award (2) | \$ 0 (3) | 07/24/2017 | | M | 500 | 07/24/2017(4) | 07/24/2025 | Common Stock | 500 |

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Reporting Owners

| Reporting Owner Name / Address | Ketationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |

DOZOIS TIMOTHY M 2300 CARILLON POINT KIRKLAND, WA 98033

Corp. Counsel/Corp. Secretary

Signatures

/s/ Timothy M.
Dozois

**Signature of Reporting Person

O7/25/2017

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) Vested restricted stock units were distributed to the Reporting Person, without payment, in shares of Class A Common Stock on a unit-for-share basis on the vesting date.
- (2) Each restricted stock unit represents a contingent right to receive one share of Pendrell Corporation Class A Common Stock.
- (3) Converts into Class A Common Stock on a unit-for-share basis on the vesting date.
- On July 24, 2015, the reporting person was granted 2,000 restricted stock units. 1,000 restricted stock units vested on July 24, 2016, and 500 restricted stock units vested on July 24, 2017. If the reporting person remains engaged, 500 restricted stock units will vest on July 24, 2018.

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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