MIKLES LEE E Form 4

February 16, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr MIKLES LEE	*	ng Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Pendrell Corp [PCOA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
2300 CARILLO	ON POINT		(Month/Day/Year) 02/15/2018	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
KIRKLAND, WA 98033			Filed(Month/Day/Year)	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 Acq	uired, Disposed of, or Beneficially Owned		

(City)	(State) (2	Table Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) of (D) 4 and (A) or)) 5)	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)	02/15/2018		Code V M	Amount 1,000	(D)	Price	5,112	D	
Class A Common Stock							74	I	By spouse
Class A Common Stock							86	I	By trust for the benefit of children
Class A Common							10	I	By trust for the benefit

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Stock		of daughter
Class A Common Stock	1 I	By custodial account for the benefit of son
Reminder: Report on a separate line for each class of securities benefici	ally owned directly or indirectly.	
	Persons who respond to the collection of information contained in this form are not	SEC 1474 (9-02)

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Date

of

Shares

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)		6. Date Exercisable Expiration Date (Month/Day/Year)		Underlying S	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(Instr. 3, 4, and 5)					
						Date Exercisable	Expiration	Title	Amour or Numbe	

Restricted Class A

Stock Unit \$ 0 (3) 02/15/2018 M 1,000 02/15/2018(4) 06/15/2025 Common 1,000

Code V (A)

(D)

Award (2) Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other			
MIKLES LEE E 2300 CARILLON POINT KIRKLAND, WA 98033	X		President and CEO				

Signatures

/s/ Timothy M. Dozois,
Attorney-in-Fact 02/16/2018

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- 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 June 15, 2015, the reporting person was granted 3,000 performance based restricted stock units. 1,000 of those restricted stock units vested on February 15, 2018 due to the Company's achievement of its 2017 performance objectives. If the reporting person remains engaged, 1,000 restricted stock units will vest on February 15, 2019, but only to the extent the Company achieves its performance objectives for the preceding calendar year under its then-applicable incentive plan.

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.