

DOZOIS TIMOTHY M
Form 4
October 04, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOZOIS TIMOTHY M

2. Issuer Name and Ticker or Trading Symbol
Pendrell Corp [PCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2300 CARILLON POINT

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corporate Secretary

(Street)
KIRKLAND, WA 98033

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Class A Common Stock	10/01/2011	<u>(1)</u>	A	150,000	A	\$ 0	150,000 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 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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.78 ⁽²⁾	10/01/2011	⁽³⁾	A	150,000	⁽³⁾ 07/15/2021	Class A Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOZOIS TIMOTHY M 2300 CARILLON POINT KIRKLAND, WA 98033			Corporate Secretary	

Signatures

/s/ Timothy M. Dozois 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).

The issuance of restricted stock reflected in this report was authorized and documented on July 5, 2011 but was subject to availability of shares under the Company's amended and restated stock incentive plan (the "Plan"). A significant number of outstanding options expired on October 1, 2011, returning a large number of shares to the Plan, and thereby satisfying this condition. With the issuance condition satisfied, the restricted stock remains subject to vesting conditions established by the board of directors and set forth in the recipient's restricted stock grant.

(1) Closing price of PCO stock on July 15, 2011 as quoted on the Nasdaq Global Market.

(2) The issuance of the stock option grant reflected in this report was authorized and documented on July 5, 2011 but was subject to availability of shares under the Plan. A significant number of outstanding options expired on October 1, 2011, returning a large number of shares to the Plan, and thereby satisfying this condition. With the issuance condition satisfied, the options remain subject to vesting conditions established by the board of directors and set forth in the recipient's stock option grant.

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.