

PENDRELL CORP

Reported by
MIKLES LEE E

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/16/17 for the Period Ending 02/15/17

Address	2300 CARILLON POINT KIRKLAND, WA 98033
Telephone	(425) 278-7100
CIK	0001359555
Symbol	PCO
Fiscal Year	12/31

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
MIKLES LEE E			Pendrell Corp [PCO]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
2300 CARILLON POINT			2/15/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
KIRKLAND, WA 98033						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (1)	2/15/2017		M		100000	A	\$0.00	311257	D	
Class A Common Stock								7479	I	By spouse
Class A Common Stock								8610	I	By trust for the benefit of children
Class A Common Stock								1000	I	By trust for the benefit of daughter
Class A Common Stock								100	I	By custodial account for the benefit of son

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit Award (2)	\$0.00 (3)	2/15/2017		M		100000		2/15/2017 (4)	6/15/2025	Class A Common Stock	100000	\$0.00	200000	D	

Explanation of Responses:

- (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.
- (4) On June 15, 2015, the reporting person was granted 300,000 performance based restricted stock units. 100,000 of those restricted stock units vested on February 15, 2017 due to the Company's achievement of its 2016 performance objectives. If the reporting person remains engaged, 100,000 restricted stock units will vest on each of February 15, 2018 and 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

2/16/2017

**
—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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