

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**
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REPORTING OWNER

Siino Joseph Kent

CIK: **1523920**

Type: **4** | Act: **34** | File No.: **001-33008** | Film No.: **13523534**

Mailing Address
2709 WOOLSEY STREET
BERKELEY CA 94705

ISSUER

Pendrell Corp

CIK: **1359555** | IRS No.: **980221142** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6794** Patent owners & lessors

Mailing Address
2300 CARILLON POINT
KIRKLAND WA 98033

Business Address
2300 CARILLON POINT
KIRKLAND WA 98033
(425) 278-7100

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person Siino Joseph Kent			2. Issuer Name and Ticker or Trading Symbol Pendrell Corp [PCO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief IP Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013			
2300 CARILLON POINT			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
KIRKLAND, WA 98033						
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	01/08/2013		<u>S</u>		25,000 ⁽¹⁾	D	\$1.28 ⁽²⁾	1,749,000	D	
Class A Common Stock	01/09/2013		<u>S</u>		21,500 ⁽¹⁾	D	\$1.27 ⁽³⁾	1,727,500	D	

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

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 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					

Explanation of Responses:

1. Effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 21, 2011.

2. Represents the weighted average sale price. The highest price at which shares were sold was \$1.30 and the lowest price at which shares were sold was \$1.26. The reporting person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the issuer or its shareholders, full information regarding the number of shares sold at each separate price.
3. Represents the weighted average sale price. The highest price at which shares were sold was \$1.31 and the lowest price at which shares were sold was \$1.25. The reporting person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the issuer or its shareholders, full information regarding the number of shares sold at each separate price.

Signatures

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

** Signature of Reporting Person

01/10/2013

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.