

EDNIE STEVE

Form 4/A

December 29, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EDNIE STEVE

(Last) (First) (Middle)

2300 CARILLON POINT

(Street)

KIRKLAND, WA 98033

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/15/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

VP and Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 ⁽¹⁾	09/15/2017		M		62	A	\$ 0 155
Class A Common Stock ^{(2) (3)}	09/15/2017		F		17	D	\$ 679 138

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

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information contained in this form are not
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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit Award ⁽⁴⁾	\$ 0 ⁽⁵⁾	09/15/2017		M	62	09/15/2017 ⁽⁶⁾ 09/15/2024	Common Stock	62

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EDNIE STEVE 2300 CARILLON POINT KIRKLAND, WA 98033	VP and Chief Financial Officer

Signatures

/s/ Timothy M. Dozois,
Attorney-in-Fact

12/29/2017

 **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).

- (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) Shares deemed surrendered by the Reporting Person and withheld by the Issuer in payment of the tax liability resulting from the vesting of restricted stock units.
- (3) This surrender of shares in payment of the tax liability resulting from the vesting of restricted stock units was inadvertently omitted from the Reporting Person's September 15, 2017 Form 4.
- (4) Each restricted stock unit represents a contingent right to receive one share of Pendrell Corporation Class A Common Stock.
- (5) Converts into Class A Common Stock on a unit-for-share basis on the vesting date.

On September 15, 2014, the Reporting Person was granted 250 restricted stock units. 62 restricted stock units vested on each of

- (6) September 15, 2015, September 15, 2016, and September 15, 2017. If the Reporting Person remains engaged, 62 restricted stock units will vest on September 15, 2018.

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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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