Westergren Timothy Form 4 November 05, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Form 5
obligations
may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Westergren Timothy	2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) PANDORA MEDIA, INC., 2101 WEBSTER STREET, SUITE 1650	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2012	(Check all applicable) _X Director 10% Owner _X Officer (give title Other (specify below) CHIEF STRATEGY OFF & DIRECTOR		
(Street) OAKLAND, CA 94612	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Table	I - Non-De	erivative S	ecurit	ies Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or Dispos	ed of ((D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4 \		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			G 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
COMMON						\$			
	11/01/2012		$S^{(1)}$	85,000	D	8.4145	1,957,439	D	
STOCK				,		(2)	, ,		
						<u> </u>			

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

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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)

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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)	Code Securities (Month/Day/Ye		ate	7. Title and Amount Underlying Securitic (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
COMMON STOCK (RIGHT TO PURCHASE)	\$ 0.16	11/01/2012		M	25,000	(2)	07/06/2019	COMMON STOCK	25

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		Other

Westergren Timothy
PANDORA MEDIA, INC.
2101 WEBSTER STREET, SUITE 1650
OAKLAND, CA 94612

X

CHIEF STRATEGY OFF & DIRECTOR

Signatures

/s/ Jeremy Liegl, Attorney-in-Fact

**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) Shares acquired and disposed of pursuant to a previously established Rule 10b5-1 Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.36 to \$8.51, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4

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.

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