

RPX Corp
Form 4
February 24, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Barker Geoffrey T

(Last) (First) (Middle)

C/O RPX CORPORATION, ONE
MARKET PLAZA, SUITE 800

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RPX Corp [RPXC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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			
Common Stock	02/14/2014		G	V 69,366 (1) D \$ 0	69,366 (2)	I	By GRAT
Common Stock	02/14/2014		G	V 69,366 (1) D \$ 0	0 (2)	I	By GRAT
Common Stock	02/20/2014		S(3)	7,500 D \$ 16.4081 (4)	599,399 (5)	D	
Common Stock	02/21/2014		S(3)	7,500 D \$ 16.1333 (6)	591,899 (5)	D	
					69,366 (7) (8)	I	By Trust

Common
Stock

Common
Stock

Common
Stock

69,366 (8) (9) I By Trust
121,732 I By Spouse

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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barker Geoffrey T C/O RPX CORPORATION ONE MARKET PLAZA, SUITE 800 SAN FRANCISCO, CA 94105	X		Executive Director	

Signatures

Martin Roberts as Attorney-In-Fact for Geoffrey T. Barker 02/21/2014

__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) On December 29, 2010, the reporting person contributed 300,000 shares of issuer's common stock to a grantor retained annuity trust for the benefit of himself. The annuity trust terminated and on February 14, 2014, a total of 138,732 shares were transferred to two trusts for the benefit of the reporting person's children and are reported in this Form 4 as indirectly owned. The remaining 49,982 shares were transferred to the reporting person and are reported in this Form 4 as directly owned.

(2) Shares held by Geoffrey T. Barker, Trustee of the Geoffrey T. Barker 2010 3-Year GRAT, dated December 29, 2010.

(3) The sale reported was effected pursuant to a 10b5-1 trading plan adopted by reporting person on May 15, 2013.

(4) The price reported in column 4 is the weighted average price. The shares were sold in multiple transactions ranging from \$16.21 to \$16.59, inclusive. The reporting person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (4) and (6) to this Form 4.

(5) Shares held by Geoffrey T. Barker, includes the re-registration of 49,982 shares from the Geoffrey T. Barker 2010 3-Year GRAT, dated December 29, 2010, into his name on February 14, 2014.

(6) The price reported in column 4 is the weighted average price. The shares were sold in multiple transactions ranging from \$15.96 to \$16.265, inclusive.

(7) Shares held by Barker 2010 Children's Trust FBO Katherine Eryl Barker.

(8) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(9) Shares held by Barker 2010 Children's Trust FBO Alexander Payne Barker.

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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