

Pendrell Corp
 Form 5
 February 11, 2015

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MIKLES LEE E

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Interim President and CEO

2300 CARILLON POINT

 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

6. Individual or Joint/Group Reporting (check applicable line)

KIRKLAND, WA 98033

Form Filed by One Reporting Person
 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. 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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock <u>(1)</u>	Â	Â	3	Â	Â	Â	Â	I	By trust
Class A Common Stock <u>(4)</u>	Â	Â	3	Â	Â	Â	Â	I	By spouse
Class A Common Stock <u>(5)</u>	Â	Â	3	Â	Â	Â	Â	I	By trust for benefit of daughter

Class A
Common
Stock ⁽⁶⁾

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3

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I

By
custodial
account for
benefit of
son

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

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SEC 2270
(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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIKLES LEE E 2300 CARILLON POINT KIRKLAND, WA 98033	À X	À	À Interim President and CEO	À

Signatures

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

02/11/2015

__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) Represents 125,000 shares of Class A Common Stock owned by a trust for the benefit of the reporting person on April 10, 2014, the date on which the reporting person became a director of Pendrell Corporation.
- (2) The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (3)

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This holding was inadvertently omitted from the reporting person's original Form 3 and also from three Forms 4 filed by the reporting person after his original Form 3 was filed.

- (4) Represents 112,300 shares of Class A Common Stock owned by the reporting person's spouse on April 10, 2014, the date on which the reporting person became a director of Pendrell Corporation.
- (5) Represents 10,000 shares of Class A Common Stock owned by a trust for the benefit of the reporting person's daughter on April 10, 2014, the date on which the reporting person became a director of Pendrell Corporation.
- (6) Represents 1,000 shares of Class A Common Stock owned in a custodial account for the benefit of the reporting person's son on April 10, 2014, the date on which the reporting person became a director of Pendrell Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.