

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>MIKLES LEE E</b> <hr/> (Last) (First) (Middle) <b>2300 CARILLON POINT</b> <hr/> (Street) <b>KIRKLAND WA 98033</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Pendrell Corp [ PCO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/15/2017</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>	02/15/2017		M		100,000	A	\$0.00	311,257	D	
Class A Common Stock								7,479	I	By spouse
Class A Common Stock								8,610	I	By trust for the benefit of children
Class A Common Stock								1,000	I	By trust for the benefit of daughter
Class A Common Stock								100	I	By custodial account for the benefit of son

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit Award <sup>(2)</sup>	\$0.00 <sup>(3)</sup>	02/15/2017		M			100,000	02/15/2017 <sup>(4)</sup>	06/15/2025	Class A Common Stock	100,000	\$0.00	200,000	D	

**Explanation of Responses:**

- 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.
- Each restricted stock unit represents a contingent right to receive one share of Pendrell Corporation Class A Common Stock.
- Converts into Class A Common Stock on a unit-for-share basis on the vesting date.

4. On June 15, 2015, the reporting person was granted 300,000 performance based restricted stock units. 100,000 of those restricted stock units vested on February 15, 2017 due to the Company's achievement of its 2016 performance objectives. If the reporting person remains engaged, 100,000 restricted stock units will vest on each of February 15, 2018 and February 15, 2019, but only to the extent the Company achieves its performance objectives for the preceding calendar year under its then-applicable incentive plan.

**Remarks:**

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

02/16/2017

\*\* Signature of Reporting Person      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.

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