Pendrell Corp
Form 4
January 03, 2013

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCAW CRAIG

(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)
12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	01/02/2013	12/31/2012	A		98,425 (1)	A	$ 1.27	189,334	D	
Class A Common Stock								2,339,724	I	By: Eagle River, Inc. (2)
Class A Common Stock								20,696,037	I	By: Eagle River Satellite Holdings, LLC (3)
								17,932,651	I	

Class A Common Stock				By: Eagle River Partners, LLC (4)
Class B Common Stock		44,360,000	I	By: Eagle River Satellite Holdings, LLC (3)
Class A Common Stock		3,000,000	I	By: Eagle River Investments, LLC (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCAW CRAIG 2300 CARILLON POINT KIRKLAND, WA 98033	X	X		

Signatures

/s/ Timothy M. Dozois, attorney-in-fact	01/02/2013
**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 shares issued to the reporting person as compensation for board service provided from July 1, 2012 through December 31, 2012.

(2) The Reporting Person is the sole shareholder of Eagle River, Inc.

(3) The Reporting Person is the sole manager and beneficial member of Eagle River Investments, LLC ("ERI"), which is the sole member of Eagle River Satellite Holdings, LLC ("ERSH") and as such may be deemed to share the power to vote or to direct the vote, or to dispose of or direct the disposition of, the Issuer's securities beneficially owned by ERSH. The Reporting Person disclaims beneficial ownership of the Issuer's securities beneficially owned by ERSH, except to the extent of any pecuniary interest.

(4) The Reporting Person is the beneficial member of Eagle River Partners, LLC ("ERP"), and as such may be deemed to share the power to vote or to direct the vote, or to dispose or direct the disposition of, the Issuer's securities beneficially owned by ERP. The Reporting Person disclaims beneficial ownership of the Issuer's securities directly owned by ERP, except to the extent of any pecuniary interest.

(5) The Reporting Person is the sole manager and beneficial member of ERI, and as such may be deemed to share the power to vote or to direct the voting of, or to dispose or to direct the disposition of, the Issuer's securities beneficially owned by ERI. The Reporting Person disclaims beneficial ownership of the Issuer's securiteis directly owned by ERI, except to the extent of any pecuniary interest.

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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