

Pandora Media, Inc.
Form 4
March 17, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**MARTIN CHRISTOPHER
DOUGLAS**

(Last) (First) (Middle)

**C/O PANDORA MEDIA, INC, 2101
WEBSTER STREET, #1650**

(Street)

OAKLAND, CA 94612

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Pandora Media, Inc. [P]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Technology Officer

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 Ownership (Instr. 4)
Common Stock	03/15/2016		F	(A) or (D) D	Amount (1) 1,880 Price \$ 9.83	200,753	D
Common Stock	03/15/2016		F	(2) D	1,880 9.83	198,873	D
Common Stock	03/15/2016		F	(3) D	15,502 9.83	183,371	D
Common Stock	03/16/2016		S ⁽⁴⁾	(5) D	2,000 \$ 9.8	181,371	D

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

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(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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				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
MARTIN CHRISTOPHER DOUGLAS C/O PANDORA MEDIA, INC 2101 WEBSTER STREET, #1650 OAKLAND, CA 94612	Chief Technology Officer

Signatures

/s/ Jeremy Liegl, 03/17/2016
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) Pursuant to the terms of the February 22, 2012 RSU grant as reported on a Form 3 filed on January 25, 2016, 1,880 shares were withheld at vesting to cover required tax withholding.
- (2) Pursuant to the terms of the February 10, 2013 RSU grant as reported on a Form 3 filed on January 25, 2016, 1,880 shares were withheld at vesting to cover required tax withholding.
- (3) Pursuant to the terms of the April 3, 2013, RSU grant as reported on a Form 3 filed on January 25, 2016, 15,502 shares were withheld at vesting to cover required tax withholding.
- (4) Shares disposed of pursuant to a previously established Rule 10b5-1 plan.
- (5) These shares were sold in multiple transactions at the price of \$9.80.

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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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