

PARKER JEFFREY
Form 4
March 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
PARKER JEFFREY

(Last) (First) (Middle)

7915 BAYMEADOWS WAY,
SUITE 400

(Street)

JACKSONVILLE, FL 32256

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PARKERVISION INC [PRKR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2009

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)

Chief Executive Officer

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 or Price | | | |
| Common Stock | 02/28/2009 | | M | | 6,250 | A | (\$2) 171,193 | D |
| Common Stock | 03/03/2009 | | A | | 270,272 | A | \$ 1.85 270,272 | I Parker Trust |
| Common Stock | | | | | 48,400 | I | Shares owned by J-Parker Family Limited Partnership | |
| | | | | | 2,172,584 | I | | |

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| | | | | | | |
|--------------|--|--|--|--------|---|---|
| Common Stock | | | | | | Shares Owned by Jeffrey & Deborah Parker Jt Tenants in Common |
| Common Stock | | | | 69,114 | I | Shares Owned by children |
| Common Stock | | | | 75,000 | I | Family Trust, J Parker Trustee |

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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(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. Pr Deriv Secur (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(2)</u> | 02/28/2009 | | M | 6,250 | <u>(1)</u> <u>(1)</u> | Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARKER JEFFREY 7915 BAYMEADOWS WAY, SUITE 400 JACKSONVILLE, FL 32256 | X | X | Chief Executive Officer | |

Signatures

/s/ Jeffrey
Parker

03/03/2009

__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) The remaining RSUs vest in quarterly increments through May 31, 2011. Vested shares will be delivered to the reporting person promptly after vesting.
 - (2) Each Restricted Stock Unit (RSU) entitles holder to one share of PRKR common stock upon vesting. The reporting person settled 6,250 RSUs.

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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