

PARKER JEFFREY  
Form 4  
June 02, 2011

**FORM 4**

**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).

**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)  
05/31/2011

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 (D) or Price (A)   |  |   |
| Common Stock                    | 05/31/2011                           |  | M                              |   | 6,250   | A  | (\$ 1) 2,285,561 (2) D                                |
| Common Stock                    | 05/31/2011                           |  | F                              |   | 1,654   | D  | \$ 0.86 2,283,907 (2) D                               |
| Common Stock                    |                                      |  |                                |   | 37,000  | I  | Shares owned by J-Parker Family Limited Partnership   |
| Common Stock                    |                                      |  |                                |   | 69,114  | I  | Shares Owned by children                              |

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|              |        |   |  |
|--------------|--------|---|--|
| Common Stock | 78,910 | I | Shared owned through ParkerVision 401K |
|--------------|--------|---|--|

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. Pr Deriv Secur (Instr   |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Restricted Stock Units                     | <u>(1)</u>   | 05/31/2011                           |  | M                              | 6,250   | <u>(3)</u> <u>(3)</u>                                    | Common Stock  | 6,250                      |

## Reporting Owners

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

## Signatures

/s/ Jeffrey Parker 06/02/2011

\*\*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).

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- (1) Each Restricted Stock Unit (RSU) entitles holder to one share of PRKR common stock upon vesting. The reporting person settled 6,250 RSUs.
- (2) Includes 2,072,584 shares of PRKR common stock held as a joint tenant in common with reporting person's spouse.
- (3) Shares vested on May 31, 2011 and were delivered to the reporting person promptly after vesting.

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