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

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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 or Section 30(h) of the Investment Company Act of 1940

										-					
Name and Address of Reporting Person*  Feuille James				2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
TWO EMBARCADERO CENTER, SUITE 2200				3. Date of Earliest Transaction (Month/Day/Year) 05/29/2014							Officer	(give title belo	ow)	Other (specify b	pelow)
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)					_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
-															
(State)	(Z1p)			Ta	ble I - I	Non-I	Derivative	Securit	ties Acq	uired	d, Dispo	sed of, or l	Beneficially	Owned	
(Instr. 3) Date		Execut	tion Date,	if (	Code (Instr. 8)		or Disposed of (D) (Instr. 3, 4 and 5)		B	Beneficially Owned Following Reported Transaction(s)		Ownership of Form:	Beneficial		
		(Month	ith/Day/Year)		Code	v	V Amount (D) Price		Price		(Instr. 3 and 4)		\ /	Ownership (Instr. 4)	
	05/29/2014				S		88,302	D	\$ 25.11:	53 5	12,48	1 (1)		D	
	Table II					th	e form di Disposed	splays of, or I	a curr Benefici	ently	y valid				
Date	Execution any	d Date, if	4. 5. Nun Code of Code of Code Acq (A) Disp of (Instr. 8)		5. Number of One		Date Exercisable d Expiration Date fonth/Day/Year)		7. At Ut Se	7. Title an Amount of Underlyin Securities (Instr. 3 a		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirect	Beneficia Ownersh (Instr. 4)
							ate xercisable	Expira Date	tion Ti	or	lumber				
	(Street)  O, CA 941 (State)  separate line	(Street)  O, CA 94111 (State)  2. Transaction Date (Month/Day/Year)  05/29/2014  separate line for each class of second pate (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	(First) (Middle) 05/2  DERO CENTER, SUITE 05/2  (Street) 4. If 0, CA 94111  (State) (Zip) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (e.g., 1) 3. Transaction Date (e.g., 1) 3. Transaction Date (Month/Day/Year)	(First) (Middle) DERO CENTER, SUITE  (Street) 4. If Amendment of Street) 2. Transaction Date (Month/Day/Year) 2. Table II - Derivative Securities beneficially 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year)	(First) (Middle) DERO CENTER, SUITE  (Street) 4. If Amendment,  (State) (Zip) Ta  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year) 25. Transaction Date (Month/Day/Year)  (Month/Day/Year) 3. Date of Earliest 05/29/2014  4. If Amendment,  2A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) DERO CENTER, SUITE  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (A. If Amendment, Date Or Date of Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code of Code of Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Code of Code of Code (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)	(First) (Middle) DERO CENTER, SUITE  (Street) 3. Date of Earliest Transaction (05/29/2014  (Street) 4. If Amendment, Date Original 2. Transaction Date (2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8)  (Month/Day/Year) S  Separate line for each class of securities beneficially owned directly Pecceptal (e.g., puts, calls, warrants, option any (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Month/Day/Year) (Instr. 8) 5. Number any (Month/Day/Year) Code (Instr. 8) 5. October 1. Transaction Date (Month/Day/Year) Of Derivative Securities Acquired (A) or Disposed (A) or Disposed	(First) (Middle) DERO CENTER, SUITE  3. Date of Earliest Transaction (Month/Da 05/29/2014  4. If Amendment, Date Original Filed(Month of Date (Month/Day/Year))  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date, if (Instr. 8)  Code (Instr. 8)  Code V Amount  Code V Amount  Persons where the form distribution of the form distribution of Date (e.g., puts, calls, warrants, options, conversible)  3. Transaction Date, if (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, conversible)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, conversible)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, conversible)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Persons where the form distribution of Date (A) or Disposed of (D) (Instr. 8)  (Instr. 8)  (Instr. 8)	(First) (Middle) DERO CENTER, SUITE  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year) (Application of Date (Month/Day/Year))  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. 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	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Feuille James TWO EMBARCADERO CENTER SUITE 2200 SAN FRANCISCO, CA 94111	X					

# **Signatures**

James Feuille	05/30/2014			
**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) This amount and the amount shown in column 5 of previous Forms 4 filed on behalf of Mr. Feuille reporting his holdings of the Issuer's securities include Restricted Stock Units that the Issuer awarded to Mr. Feuille as a director.

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.