## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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hours per response... 0.5

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

pe Response	s)																	
1. Name and Address of Reporting Person * McCARTHY BARRY				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							
(Last) (First) (Middle) PANDORA MEDIA, INC., 2101 WEBSTER STREET, SUITE 1650				3. Date of Earliest Transaction (Month/Day/Year) 06/06/2012							Office	r (give title belo	ow)	Other	(specify b	elow)		
(Street)			4. If	4. If Amendment, Date Original Filed(Month/Day/Year)						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)	(Zip)	Table I - Non-Derivative Securities Acou							ured, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Yea		Date	any		Code (Instr. 8)		tion	tion 4. Securities Acquire		of (D)	Beneficially Owned Following Reported Transaction(s)		llowing	Form:		Beneficial		
					(ear)		de	V	(A) or Amount (D) Price		d 4)		or Ind (I)	or Indirect (Ins		)		
Stock		06/06/2012				A	1		13,673 (1)	A	\$ 0	518,450			D			
Common Stock												116,600			I McCart Trust, dated		AcCarth rust, ated	
Common Stock												16,485			I	S	on'sTru	ıst
Report on a s	separate line f				•			Person the	sons whatained in	no respo n this fo splays a	rm a	re not requently valid	uired to res	spond ur	nless	SEC	1474 (9-0	02)
ı	T		(e.g., p	outs, cal				tion	s, conver	tible secu	ırities	<u>)</u>	1	ı				
Conversion	Date	(Year) Execution Day	ate, if	Code	)	of Deriv Secur Acqu (A) o Dispo of (D (Instr	Number of (Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		and Expiration Date (Month/Day/Year) A U Si		An Un Sec	nount of derlying curities sstr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	ye s ally g l ion(s)	Owners Form of Derivati Security Direct (I or Indire (I)	Bene: Owne (Instr	direc eficial ershi
										Expiration Date	on Tit	or						
	Address of THY BAR  THY BAR  RA MEDI.  SUITE 1  ND, CA 94  Conversion of Exercise Price of Derivative	(First) (RA MEDIA, INC., 2:1) (RA MEDIA, INC., 2:1) (Street)  ND, CA 94612 (State) (State) (Stock  Stock  Stock  2. Conversion or Exercise Price of Derivative  3. Transactic (Month/Day	Address of Reporting Person*  THY BARRY  (First) (Middle)  RA MEDIA, INC., 2101 WEBSTER (SUITE 1650 (Street)  ND, CA 94612 (State) (Zip)  Gecurity 2. Transaction Date (Month/Day/Year)  A Stock 06/06/2012  Table II -  Conversion Or Exercise Price of Derivative 3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  A Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person*  THY BARRY  Pan  (First) (Middle) (RA MEDIA, INC., 2101 WEBSTER (SUITE 1650  (Street)  ND, CA 94612  (State)  (State)  (Zip)  Recurity  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Trable II - Deriv (e.g., 1)  Table II - Deriv (e.g., 1)  Table II - Deriv (e.g., 1)  A. Deemed Execution Date (Month/Day/Year)  Pan  3. Deemed Execution Date (month/Day/Year)  A. Deemed Execution Date (month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)	Address of Reporting Person*  CHY BARRY  DIVIDITE 1650  (Street)  ND, CA 94612  Date (Month/Day/Year)  Stock  COnversion or Exercise of Person*  COnversion or Exercise of Person*  2. Issuer Na Pandora M. 3. Date of Ea 06/06/2012  2. Transaction Date (Month/Day/Year)  Conversion or Exercise of Perioc of Derivative Service of Derivative  2. Transaction Date (Month/Day/Year)  A Stock  Conversion of Exercise of Date (Month/Day/Year)  2. Table II - Derivative Service (e.g., puts, call any (Month/Day/Year)  A Stock  Code (Instr. 8)	and Address of Reporting Person*  THY BARRY  (First) (RA MEDIA, INC., 2101 WEBSTER Conversion  Stock  (Street)  (A. If Amendment.  2A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities, puts, calls, we concern the concern that the concern of the concern	Ad Address of Reporting Person Print Pandora Media, Inc.  (First) (Middle)	2. Issuer Name and Ticker Pandora Media, Inc. [P]   3. Date of Earliest Transaction (6/06/2012   06/06/2012	2. Issuer Name and Ticker or Transaction (Moddle) RA MEDIA, INC., 2101 WEBSTER C, SUITE 1650  (Street)  A. If Amendment, Date Original Interest or Table I - Non-December (Month/Day/Year)  RECORD Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  A. Issuer Name and Ticker or Transaction (Moddle) 3. Date of Earliest Transaction (Month/Oa/O6/2012  4. If Amendment, Date Original Interest of Code (Instr. 8)  Table I - Non-December (Month/Day/Year)  A. Issuer Name and Ticker or Transaction (Month/Oa/O6/2012)  3. Date of Earliest Transaction (Month/Oa/O2012)  4. If Amendment, Date Original Interest (Code (Instr. 8))  Code V  A. Issuer Name and Ticker or Transaction (Month/Oa/O2012)  4. If Amendment, Date Original Interest (Code (Instr. 8))  Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date (Month/Day/Year)  Date (Month/	2. Issuer Name and Ticker or Trading Sy Pandora Media, Inc. [P]  3. Date of Earliest Transaction (Month/Day 06/06/2012  Surret)  4. If Amendment, Date Original Filed(Month Oay Office)  ND, CA 94612  1. Stock  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V Amount (Instr. 8)  Code V Amount (Instr. 8)  Stock  3. Transaction Conversion or Exercise or Exercise or Exercise or Exercise or Exercise or Exercise Office (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  (Month/Day/Year)  A Stock  3. Transaction Conversion On Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Conversion On Date (Month/Day/Year)  (Month/Day/Year)  4. S. (5. On Date Exercise Price of One)  (Month/Day/Year)  (Month/Day/Year)  A S. (6. Date Exercise Of (D) (Instr. 8)  (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date	Address of Reporting Person*  THY BARRY  2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]  (Middle) (RA MEDIA, INC., 2101 WEBSTER (SUITE 1650  (Street)  ND, CA 94612  2. Transaction Date (Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A)  Code (Instr. 8)  (Instr. 3, 4 and 5)  A 13,673 (I)  Table II - Derivative Securities Acquired, Disposed of, or Better, puts, calls, warrants, options, convertible seed (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Better, puts, calls, warrants, options, convertible seed (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Better, puts, calls, warrants, options, convertible seed (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date (Stock)  Table II - Derivative Securities Acquired, Disposed of, or Better, puts, calls, warrants, options, convertible seed (Instr. 8)  Date (Month/Day/Year)  Persons who respectorial in this for the form displays a display of the form display of the f	Address of Reporting Person*  THY BARRY  RA MEDIA, INC., 2101 WEBSTER, SUITE 1650  (Street)  ND, CA 94612  (State)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/	Address of Reporting Person -   2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]   5. Relation Media, Inc. [P]   7. SUITE 1650   7. SUITE 1	Address of Reporting Person Pandora Media, Inc. [P]  2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]  3. Date of Earliest Transaction (Month/Day/Year) (Ch. 2012)  4. If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year)  6. Individual or Joint/ New Pandora Media, Inc. [P]  6. Individual or Joint/ New Pandora Media, Inc. [P]  6. Individual or Joint/ New Pandora Media, Inc. [P]  7. Director (Ch. 2012)  8. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  8. Relationship of Rep. (Ch. 2012)  8. Decemded Execution Date, if (Month/Day/Year) (Month/Day/Year)  8. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  9. Code V Amount (D) Price (Instr. 3)  13,673 A S 0 518,450  116,600  116,600  116,485  116,485  116,485  116,485  117 Derivative Securities Acquired, Disposed of, or Beneficially Owned Green, Date (E.g., puts, calls, warrants, options, convertible securities of Underlying Conversion Date (E.g., puts, calls, warrants, options, convertible securities (Instr. 3) and 4)  8. Price of Derivative Securities (Month/Day/Year) (Month/Day/Year) (Instr. 3)  1. Transaction (Month/Day/Year) (Instr. 3)  1. Transaction (Month/Day/Year) (Instr. 3)  1. Transaction (Instr. 3)  1	2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]  3. Date of Earliest Transaction (Month/Day/Year) O6/06/2012  4. If Amendment, Date Original Filed/Month/Day/Year) O6/06/2012  4. If Amendment, Date Original Filed/Month/Day/Year) OF Code (Instr. 3, 4 and 5)  1. Stock  O6/06/2012  A 13,673 A 5 0 518,450  1. Stock  O6/06/2012  A 14,600  O7/06/2012  OF Perice  O	Address of Reporting Person.*  Part PARRY  Part Agrange (Maddle) (Pisa) (Misa) (Misa) (Suset) (Suset) (Suset) (Suset)  Part Agrange (Month/Day/Year) (Suset)  Part Bell I - Non-Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned Concretise (Part)  Person who respond to the collection of information contained in this form are not required to respond unless the form displays a currently Securities  Person (Suset)  2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P] 2. Date of Earlists Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. If Amendment, Date Original FiledMonth/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/D	2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]   S. Relationship of Reporting Person(5) to Issue (Check all applicable)   S. Robert (	2. Issuer Nume and Ticker or Trading Symbol   S. Relationship of Reporting Person(s) to Issuer (Check all applicable)   Check all applicable)   Chec

#### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
McCarthy Barry PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 1650 OAKLAND, CA 94612	X					

#### **Signatures**

/s/ Jeremy Liegl, Attorney in Fact	06/08/2012
**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) 100% of the RSU grant will vest 1 year from the date.of grant.
- (2) The reporting person serves as trustee of the Peter McCarthy Trust, dated 12/31/01 and disclaims benefificial ownership of these shares except to the extent of his 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.

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.