FORM 4

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

OMB APPROVAL

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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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

1. Name and Address of Reporting Person— Trimble John				Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) PANDORA MEDIA, INC., 2101 WEBSTER STREET, SUITE 1650				3. Date of Earliest Transaction (Month/Day/Year) 10/01/2013							X Officer (give title below) Other (specify below) Chief Revenue Officer					
(Street) OAKLAND, CA 94612				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					
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquir							es Acquire	ared, 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)		(Instr. 8)		4. Securities Acquire or Disposed of (D) (Instr. 3, 4 and 5)) C	ed (A) 5. Amount of Owned Follow Transaction(s)		wing Reported		Beneficial		
					Code	v	Amount (A) or (D) I		Price	or Indirection (I)		or Indirect	ct (Instr. 4)			
Common Stock						M ⁽¹⁾		30,000) A \$	0.16 2	230,000			D		Ī
Common Stock		10/01/2013				S ⁽¹⁾		30,000	$D = \begin{bmatrix} 3 \\ 2 \end{bmatrix}$		200,000			D		
Stock		10/01/2013				M ⁽¹⁾		10,000) A \$	13.26 2	10,000			D		Ī
Common Stock		10/01/2013				S ⁽¹⁾		10,000	D 2		00,000			D		
		Table II					in th disp iired, Di	is form lays a d	are not of currently	required to valid OME eficially Ov	o respond 3 control n	unless the		ed SEC	1474 (9-02)
		any	4. 5. N Transaction of I Code Sec r) (Instr. 8) Acc or I of ((Instr. 8)		Jumber Derivative purities puired (A) Disposed D) tr. 3, 4,	6. Date Expirat	Date Exercisable and xpiration Date		7. Title an of Underly Securities	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Securit Direct (or India	Beneficial Ownershi (Instr. 4)		
			Code	v	(A)	(D)	Date Exercis			Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4	4)	
\$ 0.16	10/01/2013		M ⁽¹⁾			30,000	<u>(4</u>	07	7/06/2019	Commo		\$ 0	50,063	D		
)																
	Stock	Stock	Stock 10/01/2013 AREport on a separate line for each class of securities to the securities of Derivative Security Security 10/01/2013 Stock 10/01/2013 Stock 10/01/2013 Stock 10/01/2013 Stock 10/01/2013	A MEDIA, INC., 2101 WEBSTER, SUITE 1650 (Street) (Street) (Street) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/Day/Year) Stock 10/01/2013 Stock 10/01/2013 Stock 10/01/2013 Stock 10/01/2013 Stock 10/01/2013 Stock 10/01/2013 Table II - Derivative (e.g., put any (Month/Day/Year)) A Date (Month/Day/Year) (Month/Day/Year) A Deemed Execution any (Month/Day/Year) (A Deemed Execution Date (Instr. 8 any (Month/Day/Year)) (A Deemed Execution Date (Instr. 8 any (Month/Day/Year))	Stock 10/01/2013 2. Transaction Date (Month/Day/Year) 3. Date of Ear 10/01/2013 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of Ear 10/01/2013 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of Ear 2. Transaction Date (Month/Day/Year) 3. Date of Ear 2. Transaction Date (Month/Day/Year) 3. Date of Ear 2. Date of Execution Date (Month/Day/Year) 3. Date of Ear 2. Date of Execution Date (Month/Day/Year) 3. Date of Ear 2. Date of Ear 2	A MEDIA, INC., 2101 WEBSTER SUITE 1650 (Street) (Street) (Street) (State) (State) (State) (A If Amendment, A If A Deemed Execution Date, if A If A Deemed Execu	Pandora Media, Inc. [P RA MEDIA, INC., 2101 WEBSTER SUITE 1650 (Street) 4. If Amendment, Date Orig ND, CA 94612 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 10/01/2013 Sto	Pandora Media, Inc. [P]	Pandora Media, Inc. [P]	Ohn (First) (Middle) (A A MEDIA, INC., 2101 WEBSTER SUITE 1650 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (ND, CA 94612 (State) (Zip) Table I - Non-Derivative Securitic Acquired (Instr. 8) Stock 10/01/2013 3. A Deemed Execution Date (Instr. 8) Stock 10/01/2013 Mtl. 30,000 D 2 (Instr. 8) Stock 10/01/2013 Mtl. 10,000 D 2 (Instr. 8) Stock 10/01/2013 Sign and spent of the foreach class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired (A) or Disposed of, Or Ben (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of, Or Ben (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Code V (A) (D) Date Exercisable and Execution Date, if Or Disposed of (D) (Instr. 3, 4, and 5) Date (Month/Day/Year) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) Execution Date, if Or Ben (E.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year)	Pandora Media, Inc. [P] Pandora Media, Inc. [P] Pandora Media Pandora Pan	Pandora Media, Inc. [P]	Pandora Media, Inc. [P] Since Check Ch	Pandora Media, Inc. [P] Surface Check all application 10 10 10 10 10 10 10 1	Pandora Media, Inc. [P] Direct Check all applicable) Direct Check Revenue Office Chec	Pandora Media, Inc. [P]

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Trimble John PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 1650 OAKLAND, CA 94612			Chief Revenue Officer				

Signatures

/s/ Jeremy Liegl, Attorney-in-Fact	10/01/2013
***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) Shares acquired and disposed of pursuant to a previously established Rule 10b5-1 plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.84 to \$25.68, inclusive. The reporting person (2) undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.89 to \$25.66, inclusive. The reporting person
- (3) undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (4) Fully vested.

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.