Westergren Timothy
Form 3
June 14, 2011

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Westergren Timothy
(Last) (First) (Middle)

PANDORA MEDIA, INC.,Â 2101 WEBSTER STREET, SUITE 1650
(Street)

OAKLAND,Â CAÂ 94612
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/14/2011

3. Issuer Name **and** Ticker or Trading Symbol
Pandora Media, Inc. [P]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Chief Strategy Officer

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,894,991	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	09/12/2016	Common Stock	750,000	$ 0.28	D	Â
Stock Option (right to buy)	Â (2)	07/06/2019	Common Stock	2,288,778	$ 0.16	D	Â
Stock Option (right to buy)	Â (3)	07/06/2019	Common Stock	350,713	$ 0.16	D	Â
Stock Option (right to buy)	Â (4)	04/21/2021	Common Stock	500,000	$ 6.35	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Westergren Timothy PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 1650 OAKLAND,Â CAÂ 94612	Â X	Â	Â Chief Strategy Officer	Â

Signatures

/s/ Jeremy Liegl, as attorney-in-fact	06/14/2011
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) All shares immediately exercisable.

(2) 983,789 shares are vested and will become exercisable after the closing of the Issuer's initial public offering. The original option grant vests at a rate of 1/48 per month, beginning on July 7, 2009.

(3) 280,967 shares are vested and will become exercisable after the closing of the Issuer's initial public offering. The original option grant vests at a rate of 1/48 per month, beginning on July 7, 2009.

(4) The original option grant vests at a rate of 1/48 per month, beginning on April 22, 2013.

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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