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PARKERVISION INC  
Form 8-A12G  
November 22, 2005

As filed with the Securities and Exchange Commission on November 22, 2005.

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

PARKERVISION, INC

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(Exact Name of Registrant as Specified in Its Charter)

Florida

59-2971472

-----  
(State of Incorporation  
or Organization)

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(I.R.S. Employer  
Identification No.)

8493 Baymeadows Way, Jacksonville,  
Florida

32256

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(Address of Principal Executive  
Offices)

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(Zip Code)

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(b) of the  
Exchange Act and is effective pursuant  
to General Instruction A(c), please  
check the following box.

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(g) of the  
Exchange Act and is effective pursuant  
to General Instruction A(d), please  
check the following box.

Securities Act registration statement file number to which this form  
relates: \_\_\_\_\_

(If applicable)

Securities to be registered pursuant to Section 12(b) of  
the Act: \_\_\_\_\_

Title of Each Class  
to be Registered

Name of Each Exchange on Which  
Each Class is to be Registered

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Securities to be registered pursuant to Section 12(g) of the Act:

Rights to purchase Series E Preferred Stock

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(Title of Class)

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Item 1. Description of Registrant's Securities to be Registered.

The information required by this item is contained under the heading "Item 3.03 - Material Modification to Rights of Security Holders" in the Current Report on Form 8-K of ParkerVision, Inc. filed on November 22, 2005. This information is incorporated herein by reference.

Item 2. Index to Exhibits.

- \*4.1 Shareholder Protection Rights Agreement dated November 21, 2005, between ParkerVision, Inc. and American Stock Transfer & Trust Company, as Rights Agent
- \*4.2 Certificate of Designations of the Preferences, Limitations and Relative Rights of Series E Preferred Stock
- \*4.3 Form of rights Certificate to be issued under Shareholder Protection Rights Agreement dated November 21, 2005
- \* Incorporated by reference from the exhibits filed with the Current Report on Form 8-K, filed November 22, 2005, of ParkerVision, Inc.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PARKERVISION, INC.

Date: November 22, 2005

By: /s/ Cynthia Poehlman  
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Cynthia Poehlman,  
Chief Financial Officer

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