

Edgar Filing: FROWNFELTER JAMES B - Form 4

FROWNFELTER JAMES B
Form 4
May 02, 2003

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response.....0.5

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*

Frownfelter	James	B.
-----	-----	-----
(Last)	(First)	(Middle)
c/o PanAmSat Corporation		
20 Westport Road		

(Street)		
Wilton	CT	06897
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

PanAmSat Corporation (SPOT)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

April 30, 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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Director 10% Owner
 Officer (give title below) Other (specify below)

Executive Vice President Chief Technology Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount or Price	5. Amount of Securities Beneficially Owned Following Reported Transact (Instr. and 4)
				Amount or Price		
				(A) or (D)		
Common Stock, \$.01 par value	4/30/03		A	17,000	A	17,000
						1,338.12

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over)
SEC 1474 (9-02)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title
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Explanation of Responses:

- (1) These shares represent units of the Issuer's common stock awarded pursuant to the Third Amended and Restated PanAmSat Corporation Long-Term Stock Incentive Plan. Each unit represents the right to receive one share of the Issuer's common stock that vests over a three-year period as follows: 50% on the second anniversary of the grant date (April 30, 2005) and 50% on the third anniversary of the grant date (April 30, 2006).
- (2) Represents interests held in a PanAmSat Stock Fund of the PanAmSat Corporation Retirement Savings Plan 401(k) as of the close of business on April 30, 2003.

/s/ James W. Cuminale, Attorney-in-Fact

May 2, 2003

James B. Frownfelter

Date

**Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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