

PanAmSat Holding CORP  
Form 4  
July 06, 2006

**FORM 4**

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

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SALEM PAUL J**

(Last) (First) (Middle)

**C/O PROVIDENCE EQUITY  
PARTNERS IV, LLC, 901 FLEET  
CENTER, 50 KENNEDY PLAZA**

(Street)

**PROVIDENCE, RI 02903**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**PanAmSat Holding CORP [PA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/03/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                     |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|---------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |                     |
| Common<br>Stock                       | 07/03/2006                              |                                                             | J <sup>(1)</sup>                     |                                                                         | 19,695,048                                                                                                         | D                                                                       | \$<br>25.0093                                                     | 0                   |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   | I                   |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         |                                                                   | See Note<br>(2) (3) |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

## Edgar Filing: PanAmSat Holding CORP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                        | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>Number<br>Shares                                 |
| Stock<br>Options                                    | \$ 4.21                                                               | 07/03/2006                              |                                                             | J(1)                                    | 65,848.911                                                                                             | (2)(3) 09/15/2014                                              | Common<br>Stock, par<br>value \$0.01 per<br>share 131,6          |

## Reporting Owners

| Reporting Owner Name / Address                                                                                       | Relationships                    |
|----------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                      | Director 10% Owner Officer Other |
| SALEM PAUL J<br>C/O PROVIDENCE EQUITY PARTNERS IV, LLC<br>901 FLEET CENTER, 50 KENNEDY PLAZA<br>PROVIDENCE, RI 02903 | X X                              |

## Signatures

James W. Cuminalé,  
Attorney-in-Fact 07/06/2006

\_\_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).

Pursuant to the merger (the "Merger") of a wholly-owned subsidiary of Intelsat (Bermuda), Ltd. ("Intelsat") with and into PanAmSat Holding Corporation ("PanAmSat"), each outstanding share of common stock of PanAmSat (the "Common Stock") was converted into (1) the right to receive \$25.00, plus approximately \$0.00927 as the pro rata quarterly dividend, per share in cash without interest. As a result of the Merger, PanAmSat became a wholly-owned subsidiary of Intelsat, and the Common Stock was delisted from the New York Stock Exchange.

The shares of Common Stock reported on this statement were owned of record by PEP PAS, L.L.C. and PEOP PAS, L.L.C., and the options to purchase shares of Common Stock reported on this statement were owned of record by Providence Equity Partners IV Inc., which is controlled by affiliates of Providence Equity Partners IV, L.L.C. These options were scheduled to become exercisable in equal amounts on September 16, 2005, 2006, 2007, 2008 and 2009 at an exercise price of \$4.21 per share and would have expires on September (2) 15, 2014. Mr. Salem, as a managing member of Providence Equity Partners IV L.L.C., which is the sole general partner of Providence Equity GP IV L.P., which is the sole general partner of each of (a) Providence Equity Partners IV L.P., which is the sole member of PEP PAS, LLC, and (b) Providence Equity Operating Partners IV, L.P., which is the sole member of PEOP PAS, L.L.C., may have been deemed to have been the beneficial owner of these securities.

(3) (con't) Mr. Salem disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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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