### FROWNFELTER JAMES B Form 5 February 12, 2002

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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

#### ANNUAL 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(f) of the Investment Company Act of 1940

[_]	Check box if no longer subjemay continue. See Instruction		Form 4 or Form 5	obligations		
[_]	Form 3 Holdings Reported					
[_]	Form 4 Transactions Reported					
1. Name and Address of Reporting Person*						
	FROWNFELTER	JAMES	В.			
	(Last)	(First)	(Middle)			
	PanAmSat Corporation 20 Westport Road					
		(Street)				
	Wilton	Connecticut		06897		
(	(City)	(State)	(Zip)			
2.	Issuer Name and Ticker or Tra	ding Symbol				
	PanAmSat Corporation (SPOT)					
3.	IRS or Social Security Number	of Reporting Per	son (Voluntary)			
4.	Statement for Month/Year					

	December, 2001					
5.	If Amendment, Date of Original	inal (Month/Year)			-	
6.	Relationship of Reporting F (Check all applicable)					
	<pre>[_] Director [X] Officer (give title be</pre>		10% Owner Other (speci	fy below)		
	Executive Vice President -	Chief Technology O				
7.	Individual or Joint/Group F	Reporting				
[X] Form Filed by One Reporting Person [_] Form Filed by More than One Reporting Person						
					- <del>-</del>	
====	Table I Non-Deriva				==	
		Beneficially Owned		, :=========	:=	
		2.	3.	4. Securities Accordisposed of (Disposed of (Instr. 3, 4 a	))	
1.	lo of Cogurity		Transaction Code		(A)	rice
	le of Security str. 3)		(Instr. 8)	Amount	(D)	.rce
Comr shai	mon Stock, par value \$0.01 pere	er 				
*	If the form is filed by most $4  ext{ (b) (v)}$ .	re than one report:			n	
	(Prin	nt or Type Response:	s)			
				(Over SEC 2270 (7/96		
FOR	M 5 (continued)					

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

\_\_\_\_\_\_

1. Title of	2. Conversion or Exercise 3. Price Transof action Deriv Date ative (Month/SecurDay/ity Year)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and of Underl Securitie (Instr. 3	ying	
Derivative Security		(Month/		4 and 5)		Date Exer-	Expira-		Number of
(Instr. 3)		_		(A)		cisable		Title	Shares
Employee Stock Option (right to buy)	\$38.188	1/23/01	А	30,00	0	(2)	1/23/11	Common Stock	30,000
Employee Stock Option (right to buy)	\$23.030	10/25/01	А	30,00	0	(3)	10/25/11	Common Stock	30,000
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Explanation of Responses: (1) Based on interests held in a PanAmSat Stock Fund of the PanAmSat Corporation Retirement Savings Plan 401(k).
(2) These options become exercisable as to 7,500 shares on each of January 23, 2002, January 23, 2003, January 23, 2004 and January 23, 2005.
(3) These options become exercisable as to 7,500 shares on each of October 25, 2002, October 25, 2003, October 25, 2004, October 25, 2005,

/s/ James W. Cuminale, Attorney-in-Fact February 8, 2002

James B. Frownfelter Date

By: James W. Cuminale, Attorney-in-Fact

\*\* 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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