

PanAmSat Holding CORP
 Form 4
 July 05, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Providence Equity Partners IV,
 L.L.C.

(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 ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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

___ Form filed by One Reporting Person
 X 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 of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/03/2006		J ⁽¹⁾	19,695,048	D \$ 25.0093 0	I	See note <u>(2)</u>

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options	\$ 4.21	07/03/2006		J ⁽¹⁾	131,696	⁽³⁾	09/15/2014	Common Stock, par value \$0.01 per share	131,696

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Providence Equity Partners IV, L.L.C. C/O PROVIDENCE EQUITY PARTNERS IV, LLC 901 FLEET CENTER, 50 KENNEDY PLAZA PROVIDENCE, RI 02903		X		
PEP PAS, L.L.C. C/O PROVIDENCE EQUITY PARTNERS IV, LLC 901 FLEET CENTER, 50 KENNEDY PLAZA PROVIDENCE, RI 02903		X		
PEOP PAS, L.L.C. C/O PROVIDENCE EQUITY PARTNERS IV, LLC 901 FLEET CENTER, 50 KENNEDY PLAZA PROVIDENCE, RI 02903		X		
PROVIDENCE EQUITY OPERATING PARTNERS IV LP C/O PROVIDENCE EQUITY PARTNERS IV, LLC 901 FLEET CENTER, 50 KENNEDY PLAZA PROVIDENCE, RI 02903		X		
PROVIDENCE EQUITY PARTNERS IV LP C/O PROVIDENCE EQUITY PARTNERS IV, LLC 901 FLEET CENTER, 50 KENNEDY PLAZA PROVIDENCE, RI 02903		X		
Providence Equity GP IV L.P. C/O PROVIDENCE EQUITY PARTNERS IV, LLC 901 FLEET CENTER, 50 KENNEDY PLAZA PROVIDENCE, RI 02903		X		

NELSON JONATHAN M
C/O PROVIDENCE EQUITY PARTNERS IV, LLC
901 FLEET CENTER, 50 KENNEDY PLAZA
PROVIDENCE, RI 02903 X

CREAMER GLENN M
C/O PROVIDENCE EQUITY PARTNERS IV, LLC
901 FLEET CENTER, 50 KENNEDY PLAZA
PROVIDENCE, RI 02903 X

Signatures

/s/ Paul J. Salem, by power of attorney for each Reporting Person (see Exhibit 99.1)

07/05/2006

__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.
 - (2) 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., which are Reporting Persons, and Providence Equity Partners IV Inc., which is controlled by the Reporting Persons. Information about these holdings as well as about the Reporting Persons is set forth in the joint filer information attached as Exhibit 99.1.
 - (3) The stock options reported on this statement were owned directly by Providence Equity Partners IV Inc. Information about this holding is set forth in the joint filer information attached as Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.