### Edgar Filing: PanAmSat Holding CORP - Form 4

	Holding CORP										
Form 4	<i></i>										
July 06, 200											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							MMISSION	OMB APPROVAL			
	UNITED	STATES			AND EAC 1, D.C. 205		NGE CUI		OMB Number:	3235-0287	
Check the	nis box			isinington	I, D.C. 20.	<b>7</b>				January 31,	
if no longer subject to STATEMENT OF			F CHA	NGES IN	BENEFI	CIA	RSHIP OF	Expires:	2005		
STATEMENT OF CHAI				RITIES				Estimated average burden hours per response 0.5			
Form 4 or											
Form 5							•	Act of 1934,			
obligation may con				•	•	- ·		935 or Section			
See Inst		30(h)	of the I	nvestmen	t Company	y Act	t of 1940				
1(b).											
(Print or Type	Responses)										
			2. Issu Symbol	er Name <b>an</b>	d Ticker or '	Fradin	Relationship of Reporting Person(s) to suer				
Symbol				nSat Hold	ling CORF	P [PA]	]				
(Last)	(First) (	Middle)		of Earliest 7	C	-	-	(Check all applicable)			
				Day/Year)	runsuotion			Director	10%	Owner	
		07/03/2	-				_XOfficer (give titleOther (specify below)				
	TION, 20 WEST	PORT						· · ·	of Financial Of	ficer	
ROAD											
	(Street)		4. If Am	endment, D	Date Original		6.	Individual or Join	nt/Group Filing	g(Check	
Filed(Mo			onth/Day/Yea	ar)		-	pplicable Line) X_ Form filed by One Reporting Person				
WILTON,	CT 06820							Form filed by Mc			
(City)	(State)	(Zip)	Tal	ble I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficially	y Owned	
1.Title of	2. Transaction Date	2A. Deeme Execution		3. Transactio			uired (A) or	5. Amount of Securities	6. Ownership	7. Nature of Indirect	
Security (Instr. 3)	(Month/Day/Year)	any	Date, if TransactionDisposed of (D) Code (Instr. 3, 4 and 5)					Beneficially	1	Beneficial	
		(Month/Da	y/Year)	(Instr. 8)				Owned	Direct (D)	Ownership	
								Following Reported	or Indirect (I)	(Instr. 4)	
						(A)		Transaction(s)	(I) (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/03/2006			J <u>(1)</u>		D	\$ 25.0093	0	D		

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 required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)			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	\$ 3.43	07/03/2006		J <u>(1)</u>		172,613	(2)	08/19/2014	Common Stock, par value \$0.01 per share	172,613
Stock Options	\$ 4.21	07/03/2006		J <u>(1)</u>		183,341	(2)	08/19/2014	Common Stock, par value \$0.01 per share	183,341
Stock Options	\$ 4.21	07/03/2006		J <u>(1)</u>		122,228	(2)	08/19/2014	Common Stock, par value \$0.01 per share	122,228

### Edgar Filing: PanAmSat Holding CORP - Form 4

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
INGLESE MICHAEL C/O PANAMSAT HOLDING CORPORATION 20 WESTPORT ROAD WILTON, CT 06820			EVP & Chi Financial Officer	ief			
Signatures							

# Signatures

James W. Cuminale, 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 the right to receive \$25.00, plus approximately \$0.00927 as the pro rata quarterly dividend, per share in cash without interest and each

(1) the light to receive \$25.00, but approximately \$0.00527 as the profit ad quarterly dividend, per share in cash without interest and each outstanding option to purchase shares of Common Stock was converted into the right to receive \$25.00, less the exercise price, 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.

#### Edgar Filing: PanAmSat Holding CORP - Form 4

Prior to the Merger, Mr. Inglese directly held a total of 478,182 options to purchase shares of Common Stock. Of those, 172,613 options were scheduled to become exercisable in equal amounts on August 20, 2005, 2006, 2007, 2008 and 2009 at an exercise price of \$3.43 and

(2) were scheduled to become exercisable in equal amounts on August 20, 2005, 2006, 2007, 2008 and 2009 at an exercise price of \$3.43 and would have expired on August 19, 2014. The remaining options were scheduled to become exercisable in equal amounts on August 20, 2005, 2006, 2007, 2008 and 2009 at exercise price of \$4.21 per share and would have expired on August 19, 2014.

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.