

HIGHTOWER DENNIS F
Form 5
February 12, 2002

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Washington, DC 20549

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
FORM 5 Section 30(f) 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).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person

HIGHTOWER DENNIS F.

(Last) (First) (Middle)

PanAmSat Corporation
20 Westport Road

(Street)

Wilton Connecticut 06897

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PanAmSat Corporation (SPOT)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

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Explanation of Responses: (1) Reflects director fees paid in restricted shares which vest on March 1, 2002.

/s/ James Cuminale, Attorney-in-Fact

Dennis F. Hightower
By James Cuminale, Attorney-in-Fact

February 8, 2002

Date

** 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.

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.