KAHN STEPHEN P Form 5 February 12, 2002

| OMB | APP | ROVAL | | |
|---------|------|--------|----------|------|
| OMB Num | ber | 3235- | 0362 | |
| Expires | Sep | tember | 30, | 1998 |
| Estimat | ed a | verage | | |
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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 this box if no longer sobligations may continue. See | | 6. Form 4 or Fo | rm 5 |
|-----|--|---------------------|-----------------|-------|
| [_] | Form 3 Holdings Reported | | | |
| [_] | Form 4 Transactions Reported | | | |
| 1. | Name and Address of Reporting | Person | | |
| | KAHN | STEPHEN | R. | |
| (| Last) | (First) | (Middle) | |
| | PanAmSat Corporation 20 Westport Road | | | |
| | | (Street) | | |
| | Wilton | Connecticut | | 06897 |
| (| City) | (State) | (Zip) | |
| 2. | Issuer Name and Ticker or Trac | ding Symbol | | |
| | PanAmSat Corporation (SPOT) | | | |
| 3. | IRS or Social Security Number | of Reporting Person | (Voluntary) | |
| 4. | Statement for Month/Year | | | |
| | December, 2001 | | | |
| 5. | If Amendment, Date of Original | l (Month/Year) | | |

| 6. Relationship of Reporting Perso (Check all applicable) | n to Issuer | | | _ | |
|--|-------------------------------------|---------------------------|---|-------|-------|
| <pre>[X] Director [_] Officer (give title below)</pre> | | 10% Owner Other (speci | | | |
| 7. Individual or Joint/Group Reporting (Check applicable line) [X] Form Filed by one Reporting [_] Form Filed by More than On | ting g Person e Reporting Per | | | - | |
| Table I Non-Derivative or Bene | | | | | |
| | | 2 | 4. Securities Acquired Disposed of (D) (Instr. 3, 4 and | nd 5) | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date Month/Day/Year | Code | Amount | (A) | Price |
| Common Stock, par value \$0.01 per share | 3/01/01 | Α | 1,304(1) | A | |
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* If the form is filed by more than one reporting person, see instruction $4\left(b\right)\left(v\right)$.

(Print or Type Responses)

(Over) SEC 2270 (7/96)

FORM 5 (continued)

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

| | 2. | | | | | | | | |
|------------------------|------------------|--|------|--------------|----------------------------------|-------------------------|-----------------------------------|-----------------------------|--------|
| | Conver- sion | | | 5. Number | | 6. | 7. Title and Amount of Underlying | | |
| | Exer- cise 3. | | | | | Date Exercisable and | | Securities (Instr. 3 and 4) | |
| 1. Title of | of | rice Trans- 4. or Dispo f action Trans- of (D) eriv- Date action (Instr. | | , | Expiration Date (Month/Day/Year) | | | Amount or | |
| Derivative Security | ative Secur- | (Month/ Day/ | Code | 4 and 5) | Date Expira- Exer- tion | | | Number of | |
| (Instr. 3) | ity | Year) | 8) | (A) | (D) | cisable | Date | Title | Shares |
| | | | | | | | | | |
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Explanation of Responses: (1) Reflects director fees paid in restricted shares

which vest on March 1, 2002.

Chapter D. ... February 8, 2002

Stephen R. Kahn

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.

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.