

UNITED PAN EUROPE COMMUNICATIONS NV

Form 4

January 08, 2003

SEC Form 4

FORM 4 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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(h) of the Investment Company Act of 1940	OMB APPROVAL <hr style="border: 1px solid black;"/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5	
1. Name and Address of Reporting Person* UnitedGlobalCom, Inc. <div style="display: flex; justify-content: space-between;"> (Last) (First) </div> <div style="display: flex; justify-content: center;"> (Middle) </div> 4643 So. Ulster Street, Suite 1300 <div style="display: flex; justify-content: center;"> (Street) </div> Denver, CO 80237 <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol United Pan-Europe Communications, NV UPCOY 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 84-1602895	4. Statement for Month/Day/Year 01/08/2003 5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _ Director <input checked="" type="checkbox"/> 10% Owner _ Officer (give title below) _ Other (specify below) Description 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _ 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)
			Code	V	Amount	A/D	Price			

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 (DE) and Expiration Date (ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9
				Code	V		DE	ED	Title	Amount or Number of		

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											Shares	
Series 1 Convertible Class A Preference Shares	Euro35.55	01/08/2003		P(1)	1,833		Immed.	(2)	Ordinary Shares	6,987,125(3)	(1)	
Warrant (rt to buy)	Euro42.546	01/08/2003		P(1)	890,030		Immed.	12/31/2007	Ordinary Shares	890,030	(1)	
Series 1 Convertible Class A Preference Shares	Euro35.55								Ordinary Shares	9,529,630(3)	\$	
Warrant (rt to buy)	Euro42.546								Ordinary Shares	1,213,898	\$	

Explanation of Responses:

(1) The Reporting Person executed four letters of intent to acquire the Issuer's securities for an aggregate of 368,287 shares of its Class A common stock, which is currently valued at \$942,815 based on the closing price as reported on Nasdaq on January 7, 2003. The purchase will occur upon execution of definitive documents; however, the transfer of the Warrant is subject to Dutch law.

(2) Subject to mandatory redemption after December 8, 2002, unless earlier converted or redeemed.

(3) Pursuant to the terms of the Preference Shares, the number of the Ordinary Shares accretes at 8% per annum until converted. Share numbers presented are as of December 31, 2002.

By:

/s/ Frederick G. Westerman III, Chief Financial Officer
January 8, 2003

** Signature of Reporting Person
Date

SEC 1474 (9-02)

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

* 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).

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.