

PACIFICNET INC
Form 5
September 12, 2006

FORM 5

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

OMB APPROVAL

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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

ANNUAL 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

1. Name and Address of Reporting Person *
WANG PETER

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
PACIFICNET INC [PACT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

**C/O PACIFICNET INC. 23/F,
TOWER A, TIMECOURT, NO. 6
SHUNGANG XILI**

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**CHAOYANG DISTRICT,
BEIJING, F4 100028**

(City) (State) (Zip)

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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-----------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-----------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
|---------------------------------|--|----------------------|-----------------|---|------------------|------------------|-----|-----|------------------|-----------------|--------------|---------------------------|
| Option to purchase common stock | \$ 6.57 | 02/25/2005 | Â | A4 | 10,000 | Â | Â | Â | (1) | 02/25/2009 | Common Stock | 10,000 |
| Option to purchase common stock | \$ 6.8 | 05/03/2005 | Â | A4 | 10,000 | Â | Â | Â | (2) | 05/03/2009 | Common Stock | 10,000 |
| Option to purchase common stock | \$ 6.35 | 11/21/2005 | Â | A4 | 8,000 | Â | Â | Â | (3) | 11/21/2009 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WANG PETER C/O PACIFICNET INC. 23/F, TOWER A TIMECOURT, NO. 6 SHUNGANG XILI CHAOYANG DISTRICT, BEIJING,Â F4Â 100028 | Â X | Â | Â | Â |

Signatures

/s/ Peter Wang, 08/28/2006
Director

**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).
- (1) The options are subject to a vesting schedule of 10% per month commencing January 1, 2006. Currently, the option is exercisable with respect to 8,000 shares.
- (2) The options are subject to a vesting schedule of 10% per month commencing July 1, 2006. Currently, the option is exercisable with respect to 2,000 shares.
- (3) The options are subject to a vesting schedule of 10% per month commencing September 1, 2006. Currently, none of the options are vested.
- (4) No consideration paid. Options issued as payment for serving as Director.

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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.