

PACIFICNET INC

Form 5

September 12, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Goodwin Jeremy

(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
SHUGANG XILI

(Street)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CHAOYANG DISTRIC BEIJING
CHINA 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 Amount (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 Indirect Beneficial Ownership (Instr. 4)
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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.**SEC 2270
(9-02)**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	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 <u>(1)</u>	02/25/2009	Common Stock	10,000
Option to purchase common stock	\$ 6.8	05/03/2005	Â	A4	10,000	Â	Â <u>(2)</u>	05/03/2009	Common Stock	10,000
Option to purchase common stock	\$ 6.35	11/21/2005	Â	A4	8,000	Â	Â <u>(3)</u>	11/21/2009	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodwin Jeremy C/O PACIFICNET, INC. 23/F TOWER A TIMECOURT NO 6 SHUGANG XILI CHAOYANG DISTRIC BEIJING CHINAÂ 100028	Â X	Â	Â	Â

Signatures

/s/ Jeremy Goodwin,
Director

08/21/2006

__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).

- (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.

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(4) No consideration paid. Options issued as payment for serving as Director.

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.