

PARTNER COMMUNICATIONS CO LTD  
Form SC 13G  
February 24, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 4)

Partner Communications Company Ltd.  
(Name of Issuer)

Ordinary Shares (par value New Israeli Shekel 0.01)  
(Title of Class of Securities)

70211M109  
(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 70211M109

13G

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Dankner  
Investments Ltd. (no U.S. I.D. number)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0- (see Item 4)
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0- (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
- 0- (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN  
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-0- (see Item 4)

12 TYPE OF REPORTING PERSON  
CO

CUSIP No. 70211M109

13G

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Abraham Dankner\*

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israeli

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0- (see Item 4)
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0- (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
- 0- (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-0- (see Item 4)

12 TYPE OF REPORTING PERSON  
IN

\* Abraham Dankner is deceased.

CUSIP No. 70211M109

13G

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON David Dankner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

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(b) |X|

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3 SEC USE ONLY  
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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israeli  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0- (see Item 4)
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0- (see Item 4)

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0- (see Item 4)  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES |\_|  
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-0- (see Item 4)  
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12 TYPE OF REPORTING PERSON  
IN  
-----

CUSIP No. 70211M109

13G

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Shmuel Dankner  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israeli

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0- (see Item 4)
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0- (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0- (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-0- (see Item 4)

12 TYPE OF REPORTING PERSON  
IN

CUSIP No. 570211M109

13G

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Leah Dankner

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israeli

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0- (see Item 4)
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0- (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0- (see Item 4)

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-0- (see Item 4)

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12 TYPE OF REPORTING PERSON  
IN

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CUSIP No. 70211M109

13G

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Orli Mor

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israeli

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0- (see Item 4)
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0- (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0- (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-0- (see Item 4)

12 TYPE OF REPORTING PERSON  
IN

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CUSIP No. 70211M109

13G  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Rachel Elran  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY  
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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israeli  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0- (see Item 4)
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0- (see Item 4)

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0- (see Item 4)  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-0- (see Item 4)  
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12 TYPE OF REPORTING PERSON  
IN  
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CUSIP No. 70211M109

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Dani Dankner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israeli

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 27,495
	6	SHARED VOTING POWER -0- (see Item 4)
	7	SOLE DISPOSITIVE POWER 27,495
	8	SHARED DISPOSITIVE POWER -0- (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
27,495 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.01% (see Item 4)

12 TYPE OF REPORTING PERSON  
IN

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CUSIP No. 70211M109

13G

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Dori Dankner

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israeli

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5	SOLE VOTING POWER - 0 -
6	SHARED VOTING POWER -0- (see Item 4)
7	SOLE DISPOSITIVE POWER -0 -
8	SHARED DISPOSITIVE POWER -0- (see Item 4)

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
- 0 - (see Item 4)

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0% (see Item 4)

-----  
12 TYPE OF REPORTING PERSON

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IN

CUSIP No. 70211M109

13G

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Gadi Dankner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israeli

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER - 0 -
	6	SHARED VOTING POWER -0- (see Item 4)
	7	SOLE DISPOSITIVE POWER - 0 -
	8	SHARED DISPOSITIVE POWER -0- (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
- 0 - (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0% see Item 4)

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12 TYPE OF REPORTING PERSON  
IN

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## Explanatory Note

The Dankner Family Members (as defined below), who were reported, as part of Amendment No. 3 to the Schedule 13G, filed with the SEC on February 17, 2004 ("Amendment No. 3"), as controlling Dankner Investments Ltd. ("Dankner Investments"), no longer own any shares of Dankner Investments. In addition, as of December 30, 2004, Dankner Investments, who was reported in Amendment No. 3 as the beneficial owner of 40.69% of the shares of Matav-Cable Systems Media Ltd. ("Matav-Cable Systems"), no longer owns any shares of Matav-Cable Systems. Hence, this Amendment No. 4 to Schedule 13G is filed by Dankner Investments and the Dankner Family Members, and is not filed by Matav-Cable Systems.

\* \* \*

This statement constitutes Amendment No. 4 to Schedule 13G (as amended through February 17, 2004, the "Schedule 13G") filed with the Securities and Exchange Commission by Dankner Investments Ltd. ("Dankner Investments") and the Dankner Family Members (as defined below) in connection with their respective ownership of the Ordinary Shares, par value NIS 0.01 per share (the "Ordinary Shares"), of Partner Communications Company Ltd. (the "Issuer" or the "Company") and amends and supplements the Schedule 13G as provided herein.

Item 2(a). Name of Person Filing:

Items 2(a) through (e) of the Schedule 13G are amended to read in their entirety as follows:

This Schedule is filed by Abraham Dankner, David Dankner, Shmuel Dankner, Leah Dankner, Orli Mor, Rachel Elran, Dani Dankner, Dori Dankner, and Gadi Dankner (collectively, the "Dankner Family Members") and Dankner Investments (together with the Dankner Family Members, the "Reporting Persons"). Any disclosures made herein with respect to persons other than the Reporting Persons are made upon information and belief.

Abraham Dankner is deceased.

Item 4. Ownership

Item 4 of the Schedule 13G is amended to read in its entirety as follows:

For Dankner Investments:

(a) Amount beneficially owned: -0- Ordinary Shares (b) Percent of class: 0%

For Abraham Dankner:

(a) Amount beneficially owned: -0- Ordinary Shares  
(b) Percent of class: 0%

For David Dankner:

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- (a) Amount beneficially owned: -0- Ordinary Shares
- (b) Percent of class: 0%

For Shmuel Dankner:

- (a) Amount beneficially owned: -0- Ordinary Shares
- (b) Percent of class: 0%

For Leah Dankner:

- (a) Amount beneficially owned: -0- Ordinary Shares
- (b) Percent of class: 0%

For Orli Mor and Rachel Elran:

- (a) Amount beneficially owned: -0- Ordinary Shares
- (b) Percent of class: 0%

For Dani Dankner:

- (a) Amount beneficially owned: 27,495 Ordinary Shares
- (b) Percent of class: 0.015%
- (c) Dani Dankner has the sole power to vote or direct the vote, and the sole power to dispose or to direct the disposition of, 27,495 Ordinary Shares of the Company.

For Dori Dankner:

- (a) Amount beneficially owned -0- Ordinary Shares
- (b) Percent of class:-0-%

For Gadi Dankner:

- (a) Amount beneficially owned -0- Ordinary Shares
- (b) Percent of class:-0-%

Item 5. Ownership of Five Percent or Less of a Class

Item 5 of the Schedule 13G is amended to read in its entirety as follows:

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following:

The Reporting Persons, namely, the Dankner Family Members and Dankner Investments, no longer beneficially own any Ordinary Shares, other than as described in Item 4. Accordingly, the Reporting Persons are filing this Schedule 13G whereas Matav-Cable Systems, a party to the Joint Filing Agreement and one of the reporting persons in Amendment No. 3, will continue to file separately, in its own capacity.

Item 9. Notice of Dissolution of Group

Item 9 of the Schedule 13G is amended to read in its entirety as follows:

Item 5 is incorporated herein by reference.

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 24, 2005

DANKNER INVESTMENTS LTD.

/s/ Hilel (Ilik) Rosansky  
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Name: Hilel (Ilik) Rosansky  
Title: Chief Executive Officer

/s/ Yossi Friedman  
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Name: Yossi Friedman  
Title: Chief Financial Officer

/s/ David Dankner  
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Name: DAVID DANKNER

/s/ Shmuel Dankner  
-----

SHMUEL DANKNER

/s/ Leah Dankner  
-----

LEAH DANKNER

/s/ Orli Mor  
-----

ORLI MOR

/s/ Rachel Elran  
-----

RACHEL ELRAN

/s/ Dani Dankner  
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DANI DANKNER

/s/ Dori Dankner  
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DORI DANKNER

/s/ Gadi Dankner  
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GADI DANKNER