

February 14, 2002

| F O R M 5 |

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Section 17(a) of the Public Utility Holding Company Act of 1935 o

Section 30(f) of the Investment Company Act 1940

1.Name and Address of Reporting Person*			2.Issuer Name and Ticker or Trading Symbol		6.Relat
O'Neill Shane			United Pan-Europe Communications NV (UPCOY)		Issu
(Last)	(First)	(MI)	3.IRS Identification		X Of
			Number of Reporting	4.Statement for Month/ Year	---(gi
			Person, if an entity		
			(Voluntary)		
1 Knightsbridge, 4th Floor				December 31, 2001	-
(Street)			5.If Amendment, Date of Original (Month/Year)		7. Ind
					(Ch
					X Fo

					Fo
London	SW1X 7UP	England			--- Re
(City)	(State)	(Zip)			

TABLE I - Non-Derivative Securities Acquired, Disp

[illegible]

FORM 5 (continued)

[illegible]

- (1) The exercise price is \$12.04 based on a conversion rate of 1.0787 on January 30, 2001.
- (2) Although immediately exercisable under Dutch law, the option grant is deemed exercisable in 4 commencing on January 30, 2001, and all unvested options must be resold to the Issuer.

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**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Shane O'Neill

**Signature of Reporter

Shane O'Neill

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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