| SEC Form 4 | |
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FORM 4

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). |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

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| l | Estimated average burde | en | |
| L | hours per response: | | 0.5 |
| - | | | |

| 1. Name and Address of Reporting Person [*] MONAHAN GREGORY D | | | | uer Name and Ticke <u>SAT INC</u> [vs | 0 | ymbol | (Check | 5. Relationship of Reporting Person(s) to Issue (Check all applicable) Director 10% Own Officer (give title Other (spe | | | | |
|---|--|----------|---------|--|----------------|-----------------------------|-------------------|---|-------------------|------------|--|--|
| (Last) 6155 EL CAMI | (First) NO REAL | (Middle) | | e of Earliest Transa 1/2003 | ction (Month/E | Day/Year) | X | below) | President | | | |
| , (Street) | | | 4. If A | mendment, Date of | Original Filed | (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Grou | p Filing (Check / | Applicable | | |
| CARLSBAD | CA | 92009 | | | | | X | Form filed by On Form filed by Mo | 1 0 | | | |
| (City) | (State) | (Zip) | | | | | | Person | | - | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| | | | | 24 Deemed | 2 | 4 Converting Approximat (A) | | E. Amount of | C. Ourmanahim | 7 Nature | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially | Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------|---|---|---------------|---------|------------------------------------|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| \$0001 par value common stock | 11/24/2003 | | S | | 5,500 | D | \$20.65 | 411,617 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and 1. Title of 7. Title and 8. Price of Derivative 9. Number of 3. Transaction 3A. Deemed 5. Number 10. 11. Nature Derivative Security (Instr. 3) Conversion Execution Date Transaction Expiration Date (Month/Day/Year) Amount of derivative Ownership of Indirect Date (Month/Day/Year) of Derivative Code (Instr. 8) Securities Security (Instr. 5) or Exercise if anv Securities Form: Beneficial Beneficially Owned Price of Derivative (Month/Day/Year) Securities Underlying Direct (D) Ownership (Instr. 4) Acquired (A) or Disposed or Indirect (I) (Instr. 4) Derivative Following Reported Security Security (Instr. 3 and 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Expiration Date of Shares Code ν (A) (D) Exercisable Date Title

Explanation of Responses:

Remarks:

<u>Gregory D. Monahan</u>

11/25/2003

** Signature of Reporting Person

Date

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.

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 Number.