#### 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)

[X ] Rule 13d-1(d)

CUSIP No. 70211M109

13G

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |\_|

(b) |X|

1

	SEC USE	ONLY	
	CITIZEN Isr		LACE OF ORGANIZATION
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER -0-
	OWNED BY EACH REPORTING	6	SHARED VOTING POWER -0- (see Item 4)
	PERSON WITH	7	SOLE DISPOSITIVE POWER -0-
		8	SHARED DISPOSITIVE POWER -0- (see Item 4)
		TE AMOUNT (see Item	BENEFICIALLY OWNED BY EACH REPORTING PERSON 4)
)	CHECK B SHARES	OX IF THE	AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN
1		OF CLASS	REPRESENTED BY AMOUNT IN ROW 9
 2 	TYPE OF CO	REPORTING	G PERSON
	CUSIP No. 70211	M109 	13G
	NAME OF REPOR	TINC DEDC	DN.

	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  _  (b)  X						
SEC	SEC USE ONLY						
CITI Isra	ZENSHIP OR PLACI	E OF ORGANIZ	ATION				
NUMBE SHAR BENEFIC	RES	5 SOLE VO	OTING POWER				
OWNED EAC. REPOR	BY H		VOTING POWER ee Item 4)				
PERS	ON	7 SOLE D: -0-	ISPOSITIVE POWE	R			
		-	DISPOSITIVE PO ee Item 4)	√ER			
.0 CHEC	CK BOX IF THE AGO	GREGATE AMOUI	NT IN ROW 9 EXC	LUDES CERTAIN SH	ARES		
1 PERC	ENT OF CLASS REPORT (See Item 4)				ARES		
1 PERC.	ENT OF CLASS RE	PRESENTED BY	AMOUNT IN ROW		ARES		
1 PERC.	ENT OF CLASS REPORT (See Item 4)	PRESENTED BY  ERSON  II	AMOUNT IN ROW		ARES		
1 PERC - - 2 TYPE Abraham Dan	EENT OF CLASS REIGO- (see Item 4)	PRESENTED BY  ERSON  II	AMOUNT IN ROW		ARES		
1 PERC 2 TYPE Abraham Dan CUSIP	EENT OF CLASS REPORTING PROCESS OF REPORTING PROCESS	PRESENTED BY  ERSON  II  d.  ERSON	AMOUNT IN ROW	)			

(b) |X|

3	SEC USE ONLY		
4	CITIZENSHIP OR E Israeli	LACE (	OF ORGANIZATION
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER -0-  SHARED VOTING POWER -0- (see Item 4)  SOLE DISPOSITIVE POWER -0-  SHARED DISPOSITIVE POWER -0- (see Item 4)
9			FICIALLY OWNED BY EACH REPORTING PERSON  -0- (see Item 4)  EGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES  _
			ESENTED BY AMOUNT IN ROW 9 -0- (see Item 4)
12	TYPE OF REPORTIN	IG PERS	GON
	CUSIP No. 70211M10	19	13G
1	NAME OF REPORTIN		GON FICATION NO. OF ABOVE PERSON Shmuel Dankner

2	CHECK THE APP	ROPRIATE	BOX IF A MEMBER OF A GROUP (a)  _  (b)  X	
3	SEC USE ONLY			
4	CITIZENSHIP O	R PLACE	OF ORGANIZATION Israeli	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER -0-  SHARED VOTING POWER -0- (see Item 4)  SOLE DISPOSITIVE POWER -0-  SHARED DISPOSITIVE POWER -0- (see Item 4)	
9	AGGREGATE AMOU		FICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF	THE AGGR	REGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES  _	
11	PERCENT OF CL		RESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPOR	TYPE OF REPORTING PERSON IN		

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Leah Dankner				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  _  (b)  X				
3	SEC USE ONLY				
4	CITIZENSHIP OR I Israeli		OF ORGANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER -0-  SHARED VOTING POWER -0- (see Item 4)  SOLE DISPOSITIVE POWER -0-  SHARED DISPOSITIVE POWER -0- (see Item 4)		
9	AGGREGATE AMOUN	Γ BENEF	FICIALLY OWNED BY EACH REPORTIN	IG PERSON	
10	· · · · · · · · · · · · · · · · · · ·				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 -0- (see Item 4)				
12	TYPE OF REPORTII	NG PERS	SON		

	CUSIP No. 70211	M109	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)  X				
3	SEC USE ONLY				
4	CITIZENSHIP O Israeli	R PLACE O	F ORGANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER -0-  SHARED VOTING POWER -0- (see Item 4)  SOLE DISPOSITIVE POWER -0-  SHARED DISPOSITIVE POWER -0- (see Item 4)		
9	AGGREGATE AMO	UNT BENEF	ICIALLY OWNED BY EACH REPORTING PE -0- (see Item 4)	RSON	
10	CHECK BOX IF	THE AGGRE	GATE AMOUNT IN ROW 9 EXCLUDES CERT	AIN SHARES  _	
11	PERCENT OF CL	4)	SENTED BY AMOUNT IN ROW 9		
12	TYPE OF REPOR				

	CUSIP No. 70211	M109 	13G 	
1	NAME OF REPOR	 TING PE	ERSON	
			FIFICATION NO. OF ABOVE PERSON Rach	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  _   (b)  X			
3	SEC USE ONLY			
4	CITIZENSHIP O Israeli	R PLACE	E OF ORGANIZATION	
	NUMBER OF SHARES	5	SOLE VOTING POWER	
	BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	
	EACH REPORTING		-0- (see Item 4)	
	PERSON WITH	7	SOLE DISPOSITIVE POWER -0-	
		8	SHARED DISPOSITIVE POWER -0- (see Item 4)	
9	AGGREGATE AMO -0- (see Item		NEFICIALLY OWNED BY EACH REPORTING	
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 REPOR	TING PE	ERSON IN	

	CUSIP No. 70211	M109	13G		
1	NAME OF REPORTS.S. OR I.R.S		ERSON TIFICATION NO. OF ABOVE PERSON Dani Dankner		
2	CHECK THE APP	PROPRIAT	TE BOX IF A MEMBER OF A GROUP (a)  _  (b)  X		
3	SEC USE ONLY				
4	CITIZENSHIP (	DR PLACE	E OF ORGANIZATION Israeli		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7	SOLE VOTING POWER 27,495  SHARED VOTING POWER -0- (see Item 4)  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 REPOR	TING PE	ERSON		

	CUSIP No. 70211	M109	13G		
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Dori Dankner				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  _  (b)  X				
3	SEC USE ONLY				
4	CITIZENSHIP C Israeli	R PLACI	E OF ORGANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER - 0 -  SHARED VOTING POWER -0- (see Item 4)  SOLE DISPOSITIVE POWER -0 -  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  _				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0% (see Item 4)				
	TYPE OF REPOR		ERSON		

	CUSIP No. 70211	M109	13G			
1		NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Gadi Dankner				
2	CHECK THE APP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  _  (b)  X				
3	SEC USE ONLY					
4	CITIZENSHIP C	R PLAC	CE OF ORGANIZATION Israeli			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER - 0 -  SHARED VOTING POWER -0- (see Item 4)  SOLE DISPOSITIVE POWER - 0 -  SHARED DISPOSITIVE POWER -0- (see Item 4)			
9	AGGREGATE AMO - 0 - (see It		ENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES  _					
11	PERCENT OF CI 0% see Item 4		EPRESENTED BY AMOUNT IN ROW 9			

12

\_\_\_\_\_\_

#### 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 benefical 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:

- (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: |X|

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 5 is incorporated herein by reference.

SIGNATURE

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
	Name: Hilel (Ilik) Rosansky Title: Chief Executive Officer
	/s/ Yossi Friedman
	Name: Yossi Friedman Title: Chief Financial Officer
	/s/ David Dankner
	Name: DAVID DANKNER
/s/ Shmuel Dankner	/s/ Leah Dankner
SHMUEL DANKNER	LEAH DANKNER
/s/ Orli Mor	/s/ Rachel Elran
ORLI MOR	RACHEL ELRAN
/s/ Dani Dankner	/s/ Dori Dankner
DANI DANKNER	DORI DANKNER
/s/ Gadi Dankner	
GADI DANKNER	