

PARTNER COMMUNICATIONS CO LTD

Form 6-K

March 15, 2004

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15a-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

Report on Form 6-K dated March 14, 2004

Partner Communications Company Ltd.

(Translation of Registrant's Name Into English)
8 Amal Street
Afeq Industrial Park
Rosh Ha'ayin 48103
Israel

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____)

This Form 6-K is incorporated by reference into the Company's Registration Statement on Form F-3 filed with the Securities and Exchange Commission on December 26, 2001 (Registration No. 333-14222).

Enclosure: Press Release dated March 12, 2004 re: Partner Communications In Discussions With Matav Cable Systems Media Ltd.

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PARTNER COMMUNICATIONS ANNOUNCES THAT MAALOT UPGRADED THE COMPANY'S
CREDIT RATING TO A+
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**PARTNER COMMUNICATIONS IN DISCUSSIONS
WITH MATAV CABLE SYSTEMS MEDIA LTD.**

Rosh Ha'ayin, Israel, 12 March 2004, Partner Communications Ltd. (NASDAQ, Tel Aviv: PTNR, London: PCCD) (Partner) announced today that it is in an advanced stage of discussions with Israeli cable company MATAV CABLE SYSTEMS MEDIA LTD. (Matav) and certain of its shareholders, concerning a potential investment of Partner in Matav. At this stage, there is no assurance that an agreement will be reached.

About Partner Communications

Partner Communications Company Ltd. is a leading Israeli mobile communications operator known for its GSM/GPRS based services and the development of wirefree applications under the preferred orange brand. The Company commenced full commercial operations in January 1999 and, through its network, provides quality of service and a range of features to approximately two million subscribers in Israel. Partner subscribers can use roaming services in 128 destinations using 289 GSM networks. The Company was awarded a 3G license in 2002. Partner's ADSs are quoted on NASDAQ under the symbol PTNR and on the London Stock Exchange (LSE) under the symbol PCCD. Its shares are quoted on the Tel Aviv Stock Exchange (TASE) under the symbol PTNR.

For further information please visit: <http://www.investors.partner.co.il>.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Partner Communications Company Ltd.

By /s/ Alan Gelman

Name: Alan Gelman
Title: Chief Financial Officer

Dated: March 14, 2004