

PEROT SYSTEMS CORP
Form 4
November 06, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FREEMAN RUSSELL

(Last) (First) (Middle)
2300 WEST PLANO PARKWAY
(Street)

PLANO, TX 75075

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEROT SYSTEMS CORP [PER]

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/02/2009 | | G | 72,567 | D \$ 0 | 143,759 | D |
| Common Stock | 11/03/2009 | | U | 143,759 <u>(1)</u> <u>(2)</u> | D \$ 30 | 0 | D |
| Common Stock | 11/03/2009 | | U | 2,010 <u>(1)</u> | D \$ 30 | 0 | I By Managed Account |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Am Nur Sha | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Non-Qualified Stock Option (Right to Buy) | \$ 13.5 | 11/03/2009 | | D | | (3) | 01/28/2010 | Common Stock | 18 |
| Non-Qualified Stock Option (Right to Buy) | \$ 10.94 | 11/03/2009 | | D | | (5) | 12/08/2010 | Common Stock | 15 |
| Non-Qualified Stock Option (Right to Buy) | \$ 13.15 | 11/03/2009 | | D | | (6) | 12/09/2010 | Common Stock | 40 |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.93 | 11/03/2009 | | D | | (7) | 12/13/2011 | Common Stock | 9 |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.93 | 11/03/2009 | | D | | (8) | 12/13/2011 | Common Stock | 36 |
| Non-Qualified Stock Option (Right to Buy) | \$ 20.07 | 11/03/2009 | | D | | (9) | 05/07/2012 | Common Stock | 20 |
| Non-Qualified Stock Option (Right to Buy) | \$ 13.63 | 11/03/2009 | | D | | (7) | 10/13/2012 | Common Stock | 9 |
| Non-Qualified Stock Option (Right to Buy) | \$ 13.63 | 11/03/2009 | | D | | (10) | 10/13/2012 | Common Stock | 36 |
| Non-Qualified Stock Option (Right to Buy) | \$ 9.63 | 11/03/2009 | | D | | (11) | 10/18/2012 | Common Stock | 10 |
| Non-Qualified Stock Option (Right to Buy) | \$ 14.87 | 11/03/2009 | | D | | (7) | 11/02/2013 | Common Stock | 22 |
| | \$ 14.87 | 11/03/2009 | | D | | (12) | 11/02/2013 | | 33 |

| | | | | | | | | | |
|---|----------|------------|---|--------|------|------------|--|--------------|----|
| Non-Qualified Stock Option (Right to Buy) | | | | | | | | Common Stock | |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.23 | 11/03/2009 | D | 33,000 | (7) | 08/02/2014 | | Common Stock | 33 |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.23 | 11/03/2009 | D | 22,000 | (13) | 08/02/2014 | | Common Stock | 22 |
| Non-Qualified Stock Option (Right to Buy) | \$ 14.26 | 11/03/2009 | D | 12,000 | (14) | 03/14/2015 | | Common Stock | 12 |
| Non-Qualified Stock Option (Right to Buy) | \$ 14.26 | 11/03/2009 | D | 48,000 | (7) | 03/14/2015 | | Common Stock | 48 |
| Stock-Settled Stock Appreciation Rights (SSARs) | \$ 11.77 | 11/03/2009 | D | 67,000 | (7) | 03/13/2019 | | Common Stock | 67 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FREEMAN RUSSELL 2300 WEST PLANO PARKWAY PLANO, TX 75075 | | | Vice President and COO | |

Signatures

By Rex C. Mills, by Power of Attorney for Russell W. Freeman
11/05/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Pursuant to the tender offer commenced under the Agreement and Plan of Merger, dated September 20, 2009, by and among issuer, Dell Inc. and DII-Holdings Inc. (the "Merger Agreement"), the shares of the issuer's Class A Common Stock issued and outstanding (the "Shares") were exchanged for the right to receive \$30.00 per Share (the "Offer Price") without interest thereon and less any applicable withholding or stock transfer taxes.
 - (2) Includes 135,500 Restricted Stock Units. Pursuant to the Merger Agreement, each outstanding Restricted Stock Unit became vested and earned and was cancelled and converted into the right to receive an amount (without interest) in cash equal to the product of (x) the Offer Price multiplied by (y) the total number of Shares subject to such Restricted Stock Unit.
 - (3) The Stock Options vested in 10 equal annual installments beginning on 1/28/2000.

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- Pursuant to the Merger Agreement, all outstanding vested Stock Options were cancelled in exchange for a cash payment (without interest) equal to the product of (x) the excess, if any, of the Offer Price over the exercise price or base price, as applicable, per Share of each such Stock Option, multiplied by (y) the total number of Shares subject to such Stock Option.
- (4) Pursuant to the Merger Agreement, all outstanding vested Stock Options were cancelled in exchange for a cash payment (without interest) equal to the product of (x) the excess, if any, of the Offer Price over the exercise price or base price, as applicable, per Share of each such Stock Option, multiplied by (y) the total number of Shares subject to such Stock Option.
 - (5) The Stock Options vested in 5 equal annual installments beginning on 12/08/2001.
 - (6) The Stock Options vested in 5 equal annual installments beginning on 12/09/2004.
- Pursuant to the Merger Agreement, all outstanding unvested Stock Options to purchase Shares and all outstanding SSARs (collectively, "Unvested Company Stock Option Awards") vested and were cancelled in exchange for a cash payment (without interest) equal to the product of (x) the excess, if any, of the Offer Price over the exercise price or base price, as applicable, per Share of each such Unvested Company Stock Option Award, multiplied by (y) the total number of Shares subject to such Unvested Company Stock Option Award.
- (7) Pursuant to the Merger Agreement, all outstanding unvested Stock Options to purchase Shares and all outstanding SSARs (collectively, "Unvested Company Stock Option Awards") vested and were cancelled in exchange for a cash payment (without interest) equal to the product of (x) the excess, if any, of the Offer Price over the exercise price or base price, as applicable, per Share of each such Unvested Company Stock Option Award, multiplied by (y) the total number of Shares subject to such Unvested Company Stock Option Award.
 - (8) The Stock Options vested in 4 equal annual installments beginning on 12/13/2005.
 - (9) The Stock Options vested in 5 equal annual installments beginning on 5/7/2003.
 - (10) The Stock Options vested in 4 equal annual installments beginning on 10/13/2006.
 - (11) The Stock Options vested in 2 equal annual installments beginning on 10/18/2006.
 - (12) The Stock Options vested in 3 equal annual installments beginning on 11/02/2007.
 - (13) The Stock Options vested in 2 equal annual installments beginning on 8/02/2008.
 - (14) The Stock Options vested on 3/14/2009.

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

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