

ANDREWS KAREN B
Form 4
April 04, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i> Andrews, Karen B. <hr/>	2. Issuer Name and Ticker or Trading Symbol Per-Se Technologies, Inc. (PSTI) <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i> <hr/>
2840 Mt. Wilkinson Parkway <hr/> <p style="text-align: center;"><i>(Street)</i></p> Atlanta, GA 30339 <hr/> <p style="text-align: center;"><i>(City) (State) (Zip)</i></p>	4. Statement for <i>(Month/Day/Year)</i> April 4, 2003 <hr/>	5. If Amendment, Date of Original <i>(Month/Day/Year)</i> <hr/>
	6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> Senior Vice President of Issuer and President of Issuer's Application Software Division <hr/>	7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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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).

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Beneficial Ownership <i>(Instr. 4)</i>
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			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$0.01 par value per share	4/04/03		A		1,888.04 (1)	A (2)	\$8.028 (3)		

Common Stock, \$0.01 par value per share	4/04/03		A		472.01 (1)	A (4)	\$0	3,689.45	D
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

(1) Represented by deferred "stock units" (phantom stock) credited under the Per-Se Technologies, Inc. Deferred Stock Unit Plan (the "Plan"). The stock units are to be settled in Common Stock on a 1-for-1 basis, in one installment as soon as administratively feasible following the date on which the Reporting Person ceases to be an employee of the Issuer, with any fractional shares payable in cash.

(2) Reflects deferral under the Plan and conversion into stock units of \$15,157.20 (20% of the Reporting Person's 2002 annual bonus compensation otherwise payable in 2003).

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(3) Average closing price of the Common Stock for the five business days prior to April 4, 2003, the date on which the stock units were credited to the Reporting Person's account under the Plan.

(4) Reflects an enhancement bonus under the Plan equal to \$0.25 for each dollar of 2002 annual bonus compensation deferred by the Reporting Person under the Plan, resulting in a 25% match of the Reporting Person's 2002 deferral amount. Enhancement bonus stock units vest at a rate of 20% each year over a period of 5 years; however, such units are subject to accelerated vesting in certain circumstances, as described in the Plan. If the Reporting Person's employment is terminated for "cause" or if he resigns without "good reason" (in each case as defined in the Plan) before these stock units are vested, he will forfeit any such unvested stock units.

/s/ KAREN B.
ANDREWS

April 4, 2003

**Signature of Reporting
Person

Date

** 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.