

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/02/2009		G		72,567	D	\$ 0
Common Stock	11/03/2009		U		143,759 <u>(1)</u> <u>(2)</u>	D	\$ 30 0
Common Stock	11/03/2009		U		2,010 <u>(1)</u>	D	\$ 30 0

By  
Managed  
Account

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

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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)	Amount of Underlying Shares
					V	(A) (D)	Date Exercisable	Expiration Date		
Non-Qualified Stock Option (Right to Buy)	\$ 13.5	11/03/2009		D		18,000	(3)	01/28/2010	Common Stock	18,000
Non-Qualified Stock Option (Right to Buy)	\$ 10.94	11/03/2009		D		152,000	(5)	12/08/2010	Common Stock	152,000
Non-Qualified Stock Option (Right to Buy)	\$ 13.15	11/03/2009		D		40,000	(6)	12/09/2010	Common Stock	40,000
Non-Qualified Stock Option (Right to Buy)	\$ 15.93	11/03/2009		D		9,000	(7)	12/13/2011	Common Stock	9,000
Non-Qualified Stock Option (Right to Buy)	\$ 15.93	11/03/2009		D		36,000	(8)	12/13/2011	Common Stock	36,000
Non-Qualified Stock Option (Right to Buy)	\$ 20.07	11/03/2009		D		20,000	(9)	05/07/2012	Common Stock	20,000
Non-Qualified Stock Option (Right to Buy)	\$ 13.63	11/03/2009		D		9,000	(7)	10/13/2012	Common Stock	9,000
Non-Qualified Stock Option (Right to Buy)	\$ 13.63	11/03/2009		D		36,000	(10)	10/13/2012	Common Stock	36,000
Non-Qualified Stock Option (Right to Buy)	\$ 9.63	11/03/2009		D		100,000	(11)	10/18/2012	Common Stock	100,000
Non-Qualified Stock Option (Right to Buy)	\$ 14.87	11/03/2009		D		33,000	(7)	11/02/2013	Common Stock	22,000
	\$ 14.87	11/03/2009		D		22,000	(12)	11/02/2013		33,000

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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