

PEROT SYSTEMS CORP
 Form 4
 November 05, 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 *
KELLY ROBERT J

(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)
 11/03/2009

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)
 Controller

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price | | |
| Common Stock | 11/03/2009 | | U | | 1,595 <u>(1)</u> | D | D |
| Common Stock | 11/03/2009 | | U | | 14,220 <u>(2)</u> | D | D |

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

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SEC 1474
 (9-02)

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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 (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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (Right to Buy) | \$ 20.07 | 11/03/2009 | | D | 9,000 | <u>(3)</u> 12/20/2011 | Common Stock | 9,000 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 9.63 | 11/03/2009 | | D | 5,000 | <u>(5)</u> 10/18/2012 | Common Stock | 5,000 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 13.15 | 11/03/2009 | | D | 9,000 | <u>(6)</u> 12/09/2010 | Common Stock | 9,000 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.93 | 11/03/2009 | | D | 5,200 | <u>(7)</u> 12/13/2011 | Common Stock | 5,200 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.93 | 11/03/2009 | | D | 1,300 | <u>(8)</u> 12/13/2011 | Common Stock | 1,300 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 13.63 | 11/03/2009 | | D | 6,000 | <u>(9)</u> 10/13/2012 | Common Stock | 6,000 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 13.63 | 11/03/2009 | | D | 1,500 | <u>(8)</u> 10/13/2012 | Common Stock | 1,500 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 14.87 | 11/03/2009 | | D | 4,500 | <u>(10)</u> 11/02/2013 | Common Stock | 4,500 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 14.87 | 11/03/2009 | | D | 3,000 | <u>(8)</u> 11/02/2013 | Common Stock | 3,000 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.23 | 11/03/2009 | | D | 3,240 | <u>(11)</u> 08/02/2014 | Common Stock | 3,240 | |
| | \$ 15.23 | 11/03/2009 | | D | 4,860 | <u>(8)</u> 08/02/2014 | | 4,860 | |

| | | | | | | | | | |
|---|----------|------------|---|-------|------|------------|--------------|--------------|--|
| Non-Qualified Stock Option (Right to Buy) | | | | | | | | Common Stock | |
| Non-Qualified Stock Option (Right to Buy) | \$ 14.26 | 11/03/2009 | D | 1,400 | (12) | 03/14/2015 | Common Stock | 1,400 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 14.26 | 11/03/2009 | D | 5,600 | (8) | 03/14/2015 | Common Stock | 5,600 | |
| Stock-Settled Stock Appreciation Rights | \$ 11.77 | 11/03/2009 | D | 4,000 | (8) | 03/13/2019 | Common Stock | 4,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLY ROBERT J 2300 WEST PLANO PARKWAY PLANO, TX 75075 | | | Controller | |

Signatures

By Rex C. Mills, by Power of Attorney for Robert J. Kelly

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 14,220 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 5 equal annual installments beginning on 12/20/2002.
 - (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 10/18/2003.
 - (6) The Stock Options vested in 5 equal annual installments beginning on 12/09/2004.
 - (7) The Stock Options vested in 4 equal annual installments beginning on 12/13/2005.
 - (8) 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

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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.

- (9) The Stock Options vested in 4 equal annual installments beginning on 10/13/2006.
- (10) The Stock Options vested in 3 equal annual installments beginning on 11/02/2007.
- (11) The Stock Options vested in 2 equal annual installments beginning on 8/02/2008.
- (12) 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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