ALTABEF PETER
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 *
ALTABEF PETER

(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)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/03/2009		U		433,416 (1) (2)	D	$ 30	100,650	D	
Common Stock	11/03/2009		U		100,650 (3)	D	$ 30	0	D	
Common Stock	11/03/2009		U		2,535 (1)	D	$ 30	0 (4)	I	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)

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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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Non-Qualified Stock Option (Right to Buy)	$ 13	11/03/2009		D			104,000	[5]	01/13/2011	Common Stock	10
Non-Qualified Stock Option (Right to Buy)	$ 20.07	11/03/2009		D			15,000	[7]	05/07/2012	Common Stock	1
Non-Qualified Stock Option (Right to Buy)	$ 9.63	11/03/2009		D			90,000	[8]	10/18/2012	Common Stock	9
Non-Qualified Stock Option (Right to Buy)	$ 13.15	11/03/2009		D			40,000	[9]	12/09/2010	Common Stock	4
Non-Qualified Stock Option (Right to Buy)	$ 15.93	11/03/2009		D			80,000	[10]	12/13/2011	Common Stock	8
Non-Qualified Stock Option (Right to Buy)	$ 15.93	11/03/2009		D			13,400	[11]	12/13/2011	Common Stock	1
Non-Qualified Stock Option (Right to Buy)	$ 15.93	11/03/2009		D			6,600	[12]	12/13/2011	Common Stock	6
Non-Qualified Stock Option (Right to Buy)	$ 13.63	11/03/2009		D			80,000	[13]	10/13/2012	Common Stock	8
Non-Qualified Stock Option (Right to Buy)	$ 13.63	11/03/2009		D			13,400	[11]	10/13/2012	Common Stock	1
Non-Qualified Stock Option (Right to Buy)	$ 13.63	11/03/2009		D			6,600	[12]	10/13/2012	Common Stock	6
	$ 14.87	11/03/2009		D			60,000	[14]	11/02/2013		6

Non-Qualified Stock Option (Right to Buy)							Common Stock	
Non-Qualified Stock Option (Right to Buy)	$ 14.87	11/03/2009	D	26,800	(11)	11/02/2013	Common Stock	2
Non-Qualified Stock Option (Right to Buy)	$ 14.87	11/03/2009	D	13,200	(12)	11/02/2013	Common Stock	1
Non-Qualified Stock Option (Right to Buy)	$ 15.23	11/03/2009	D	40,000	(15)	08/02/2014	Common Stock	4
Non-Qualified Stock Option (Right to Buy)	$ 15.23	11/03/2009	D	40,200	(11)	08/02/2014	Common Stock	4
Non-Qualified Stock Option (Right to Buy)	$ 15.23	11/03/2009	D	19,800	(12)	08/02/2014	Common Stock	1
Non-Qualified Stock Option (Right to Buy)	$ 14.26	11/03/2009	D	25,000	(16)	03/14/2015	Common Stock	2
Non-Qualified Stock Option (Right to Buy)	$ 14.26	11/03/2009	D	67,000	(11)	03/14/2015	Common Stock	6
Non-Qualified Stock Option (Right to Buy)	$ 14.26	11/03/2009	D	33,000	(12)	03/14/2015	Common Stock	3
Stock-Settled Stock Appreciation Rights(SSARs)	$ 11.77	11/03/2009	D	83,750	(11)	03/13/2019	Common Stock	8
Stock-Settled Stock Appreciation Rights (SSARs	$ 11.77	11/03/2009	D	41,250	(12)	03/13/2019	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTABEF PETER 2300 WEST PLANO PARKWAY PLANO, TX 75075	X		President and CEO	

Signatures

By Rex C. Mills, by Power of Attorney for Peter A. Altabef	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 204,350 Restricted Stock Units that, pursuant to the Merger Agreement, became vested and earned and were 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)	Includes 100,650 Restricted Stock Units that, pursuant to the Merger Agreement, vested and were cancelled, and the cash consideration that these Restricted Stock Units otherwise would have received if cashed out as described the preceding sentence was converted into a number of time-based vesting restricted stock unit awards (settleable in Dell Common Stock) equal to an amount determined by multiplying such cash amount by two (2), and dividing such amount by the closing trading price of one share of Dell Common Stock as reported on the Nasdaq Global Select Market on November 3, 2009.
(4)	Shares held in managed individual retriement account
(5)	The Stock Options vested in 4 annual installments beginning on 01/31/2002.
(6)	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.
(7)	The Stock Options vested in 5 equal annual installments beginning on 5/07/2003.
(8)	The Stock Options vested in 2 equal annual installments beginning on 10/18/2006.
(9)	The Stock Options vested in 5 equal annual installments beginning on 12/09/2004.
(10)	The Stock Options vested in 5 equal annual installments beginning on 12/13/2005.
(11)	Pursuant to the Merger Agreement, all outstanding unvested Stock Options to purchase Shares and all outstanding SSARs (collectively, "Unvested Company Stock Option Awards") (except for the Unvested Company Stock Option Awards described in footnote 15 below) 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.
(12)	Pursuant to the Merger Agreement, these Unvested Company Stock Option Awards vested and were cancelled, and the cash consideration that these Unvested Company Stock Option Awards otherwise would have received if cashed out as described in footnote 14 above was converted into a number of time-based vesting restricted stock unit awards (settleable in the common stock of Dell Inc. ("Dell Common Stock")) equal to an amount determined by multiplying such cash consideration by two (2), and dividing such amount by the closing trading price of one share of Dell Common Stock as reported on the Nasdaq Global Select Market on November 3, 2009.
(13)	The Stock Options vested in 4 equal annual installments beginning on 10/13/2006.
(14)	The Stock Options vested in 5 equal annual installments beginning on 11/02/2007.
(15)	The Stock Options vested in 5 equal annual installments beginning on 08/02/2008.
(16)	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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