

PEROT ROSS JR
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 *
PEROT ROSS JR

(Last) (First) (Middle)
2300 W 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)
Chairman

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Am Num Sha |
|---|------------------------------------|------------------|------------|---|-----------|---------------------|--------------------|-----------------|------------------|
| | | | | Code | V (A) (D) | | | | |
| Non-Qualified Stock Option (Right to Buy) | \$ 9.5 | 11/03/2009 | D | | 760,000 | <u>(1)</u> | 10/23/2011 | Common Stock | 76 |
| Non-Qualified Stock Option (Right to Buy) | \$ 9.94 | 11/03/2009 | D | | 190,000 | <u>(3)</u> | 10/23/2011 | Common Stock | 19 |
| Non-Qualified Stock Option (Right to Buy) | \$ 14.4 | 11/03/2009 | D | | 840,000 | <u>(4)</u> | 05/10/2011 | Common Stock | 84 |
| Non-Qualified Stock Option (Right to Buy) | \$ 14.4 | 11/03/2009 | D | | 210,000 | <u>(5)</u> | 05/10/2011 | Common Stock | 21 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| PEROT ROSS JR 2300 W PLANO PARKWAY PLANO, TX 75075 | X | X | Chairman | |

Signatures

By Rex C. Mills, by Power of Attorney for Ross Perot, Jr. 11/05/2009

**Signature of Reporting PersonDate

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) The Stock Options vested in 4 equal annual installments beginning on 10/23/2001
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 the issuer's Class A Common Stock (the "Shares"), of each such Stock Option, multiplied by (y) the total number of Shares subject to such Stock Option.
- (3) The Stock Options vested on 10/23/2005.
- (4) The Stock Options vested in 4 equal annual installments beginning on 10/23/2006.
Pursuant to the Merger Agreement, all outstanding unvested Stock Options to purchase Shares ("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.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.