

Harper John E
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 *
Harper John E

2. Issuer Name and Ticker or Trading Symbol
PEROT SYSTEMS CORP [PER]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2300 WEST PLANO PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and CFO

(Street)
PLANO, TX 75075

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) Price | | |
| Common Stock | 11/03/2009 | | U | | 19,769 (1) D \$ 30 98,950 | D | |
| Common Stock | 11/03/2009 | | U | | 98,950 (2) D 0 | D | |
| Common Stock | 11/03/2009 | | U | | 739 (1) D \$ 30 0 | 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)

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 or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-qualified stock options | \$ 13.5 | 11/03/2009 | | D | 14,000 | <u>(3)</u> | 01/28/2010 | Common Stock | 14,000 |
| Non-qualified stock options | \$ 20.07 | 11/03/2009 | | D | 5,000 | <u>(5)</u> | 12/20/2011 | Common Stock | 5,000 |
| Non-qualified stock options | \$ 9.92 | 11/03/2009 | | D | 2,200 | <u>(6)</u> | 10/21/2012 | Common Stock | 2,200 |
| Non-qualified stock options | \$ 13.15 | 11/03/2009 | | D | 4,500 | <u>(7)</u> | 12/09/2010 | Common Stock | 4,500 |
| Non-qualified stock options | \$ 15.93 | 11/03/2009 | | D | 5,200 | <u>(8)</u> | 12/13/2011 | Common Stock | 5,200 |
| Non-qualified stock options | \$ 13.63 | 11/03/2009 | | D | 7,200 | <u>(9)</u> | 10/13/2012 | Common Stock | 7,200 |
| Non-qualified stock options | \$ 14.87 | 11/03/2009 | | D | 7,500 | <u>(10)</u> | 11/02/2013 | Common Stock | 7,500 |
| Non-qualified stock options | \$ 15.23 | 11/03/2009 | | D | 6,000 | <u>(11)</u> | 08/02/2014 | Common Stock | 6,000 |
| Non-qualified stock options | \$ 14.26 | 11/03/2009 | | D | 9,000 | <u>(12)</u> | 03/14/2015 | Common Stock | 9,000 |
| Stock-Settled Stock Appreciation Rights | \$ 11.77 | 11/03/2009 | | D | 45,000 | <u>(13)</u> | 03/13/2019 | Common Stock | 45,000 |
| Non-qualified stock options | \$ 15.93 | 11/03/2009 | | D | 1,300 | <u>(13)</u> | 12/13/2011 | Common Stock | 1,300 |
| Non-qualified stock options | \$ 13.63 | 11/03/2009 | | D | 1,800 | <u>(13)</u> | 10/13/2012 | Common Stock | 1,800 |
| Non-qualified stock options | \$ 14.87 | 11/03/2009 | | D | 5,000 | <u>(13)</u> | 11/02/2013 | Common Stock | 5,000 |

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|-------------|------------|--------------|--------|
| Non-qualified stock options | \$ 15.23 | 11/03/2009 | D | 9,000 | <u>(13)</u> | 08/02/2014 | Common Stock | 9,000 |
| Non-qualified stock options | \$ 14.26 | 11/03/2009 | D | 36,000 | <u>(13)</u> | 03/14/2015 | Common Stock | 36,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harper John E 2300 WEST PLANO PARKWAY PLANO, TX 75075 | | | Vice President and CFO | |

Signatures

By Rex C. Mills, by Power of Attorney for John E. Harper

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) 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 (setttable 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.
- (3) The Stock Options vested in 10 equal annual installments beginning on 1/28/2000.
- (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 12/20/2002.
- (6) The Stock Options vested in 5 equal annual installments beginning on 10/21/2003.
- (7) The Stock Options vested in 5 equal annual installments beginning on 12/09/2004.
- (8) he Stock Options vested in 4 equal annual installments beginning on 12/13/2005.
- (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.
- (13) Pursuant to the Merger Agreement, all of Mr. Harper's outstanding unvested Stock Options to purchase Shares and all outstanding SSARs (collectively, "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 3 above was converted into a number of time-based vesting restricted stock unit awards (setttable in the common stock of Dell Inc. ("Dell Common Stock"))

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equal to an amount determined by (A) multiplying two (2) by 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, and (B) dividing such amount by the closing trading price of one share of Dell Common Stock as reported on the Nasdaq Global Select Market on 11/03/09.

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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