

Williams Thomas D
Form 4
November 05, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Williams Thomas D

(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)
Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	11/03/2009		U	71,514 (1) (2) D \$ 30	41,625	D	
Common Stock	11/03/2009		U	41,625 (3) D (3) 0	0	D	
Common Stock	11/03/2009		U	1,000 (1) D \$ 30 0	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)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Options	\$ 13.97	11/03/2009		D		80,000		<u>(4)</u>	09/22/2011	Common Stock	80,000
Non-qualified Stock Options	\$ 13.63	11/03/2009		D		24,000		<u>(6)</u>	10/13/2012	Common Stock	24,000
Non-qualified Stock Options	\$ 13.63	11/03/2009		D		3,000		<u>(7)</u>	10/13/2012	Common Stock	3,000
Non-qualified Stock Options	\$ 13.63	11/03/2009		D		3,000		<u>(8)</u>	10/13/2012	Common Stock	3,000
Non-qualified Stock Options	\$ 14.87	11/03/2009		D		6,500		<u>(7)</u>	11/02/2013	Common Stock	6,500
Non-qualified Stock Options	\$ 14.87	11/03/2009		D		6,500		<u>(8)</u>	11/02/2013	Common Stock	6,500
Non-qualified Stock Options	\$ 14.87	11/03/2009		D		19,500		<u>(9)</u>	11/02/2013	Common Stock	19,500
Non-qualified Stock Options	\$ 15.23	11/03/2009		D		9,750		<u>(7)</u>	08/02/2014	Common Stock	9,750
Non-qualified Stock Options	\$ 15.23	11/03/2009		D		9,750		<u>(8)</u>	08/02/2014	Common Stock	9,750
Non-qualified Stock Options	\$ 15.23	11/03/2009		D		13,000		<u>(10)</u>	08/02/2014	Common Stock	13,000
Non-qualified Stock Options	\$ 14.26	11/03/2009		D		14,000		<u>(7)</u>	03/14/2015	Common Stock	14,000
Non-qualified Stock Options	\$ 14.26	11/03/2009		D		14,000		<u>(8)</u>	03/14/2015	Common Stock	14,000
Non-qualified Stock Options	\$ 14.26	11/03/2009		D		7,000		<u>(11)</u>	03/14/2015	Common Stock	7,000
Stock-Settled Stock	\$ 11.77	11/03/2009		D		22,500		<u>(7)</u>	03/13/2019	Common Stock	22,500

Appreciation
Rightss

Stock-Settled
Stock
Appreciation
Rightss

\$ 11.77 11/03/2009 D 22,500 (8) 03/13/2019 Common Stock 22,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Thomas D 2300 WEST PLANO PARKWAY PLANO, TX 75075			Vice President	

Signatures

By Rex C. Mills, by Power of Attorney for Thomas D.
Williams

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 41,625 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 41,625 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 unite awards (setttable in Dell Common Stock) equal to an amount determined by multiplying such sach 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) The Stock Options vested in 5 equal annual installments beginning on 9/22/2005.
 - (5) 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.
 - (6) The Stock Options vested in 4 equal annual installments beginning on 10/13/2006.
 - (7) 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.
 - (8) 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 (setttable 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

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by the closing trading price of one share of Dell Common Stock as reported on the Nasdaq Global Select Market on November 3, 2009.

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