

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 WEST PLANO PARKWAY

(Street)

PLANO, TX 75075-8499

(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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock, par value \$0.01 per share ⁽¹⁾ | | | | (A) | 2,077,360 | I | See footnotes (2) (3) (4) (5) |
| Class A Common Stock, par value \$0.01 per share ⁽¹⁾ | 11/03/2009 | | U | 28,155,000 (6) (7) (8) (9) | D \$ 30 1,500,000 | I | See footnote (10) |

| | | | | | | | |
|--|------------|---|---|---|---------|---|--------------------------------|
| Class A Common Stock, par value \$0.01 per share ⁽¹⁾ | 11/03/2009 | U | 10,000 ⁽¹¹⁾ <u>(12) (13) (14)</u> | D | \$ 30 0 | D | |
| Class A Common Stock, par value \$0.01 per share ⁽¹⁾ | | | | | 5,000 | I | See footnote <u>(15)</u> |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| PEROT ROSS JR 2300 WEST PLANO PARKWAY PLANO, TX 75075-8499 | X | X | Chairman | |

Signatures

/s/ Ross Perot,
Jr.

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) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. The reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

(2) The reported securities are owned by a trust, the Perot Family Trust, in which the reporting person has a pecuniary interest and the reporting person is one of six members of the board of directors of the trust's co-trustee, Petrus Trust Company, LTA. The reporting person does not have investment or voting control over Petrus Trust Company, LTA. Additionally, the trust may be deemed to be a member of a group for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the "Act"), with eleven other stockholders of Perot Systems Corporation (the "Issuer"), as described in a Schedule 13D filed with the Securities and Exchange Commission on September 30, 2009.

(3) Each member of the group, including the trust, entered into a Tender and Voting Agreement with the Issuer, Dell Inc. and DII - Holdings Inc. in connection with those certain tender offer and merger transactions proposed to be entered into between the Issuer, Dell Inc. and DII - Holdings Inc., whereby each member of the group agreed to tender its shares in Issuer, except for the trust, which may elect not to tender its shares in Issuer in the tender offer and to hold its shares and receive the same consideration per share in connection with the merger described in the merger agreement pursuant to its Amended and Restated Tender and Voting Agreement, and to vote or take such other necessary actions in support of the tender offer and merger.

(4) The reporting person and each member of the group declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer. The reporting person disclaims beneficial ownership of the securities owned by the trust, except to the extent of the pecuniary interest of such person in such securities.

(5) As a result of the dispositions reported in this Form 4 and the concurrent dispositions of additional members of the group in connection with the tender offer, the members of the group will no longer be beneficial owners of more than 10% of the Issuer's securities and, therefore, should no longer be deemed to be a group for the purposes of Section 13(d) or 13(g) of the Act and to the extent that a member of the group was only an insider due to its status as a deemed member of a group that beneficially owned 10% or more of the Issuer's securities, such members of the group will no longer be insiders under Section 16 of the Act.

(6) Includes 28,155,000 shares owned and tendered by HWGA, Ltd. for which the reporting person serves as general partner but has no investment or voting control. Additionally, HWGA, Ltd. may be deemed to be a member of a group for the purposes of Section 13(d) or 13(g) of the Act, with eleven other stockholders of the Issuer, as described in a Schedule 13D filed with the Securities and Exchange Commission on September 30, 2009.

(7) Each member of the group, including HWGA, Ltd., entered into a Tender and Voting Agreement with the Issuer, Dell Inc. and DII - Holdings Inc. in connection with those certain tender offer and merger transactions proposed to be entered into between the Issuer, Dell Inc. and DII - Holdings Inc., whereby each member of the group agreed to tender its shares in Issuer, except for Perot Family Trust, which may elect not to tender its shares in Issuer in the tender offer and to hold its shares and receive the same consideration per share in connection with the merger described in the merger agreement pursuant to its Amended and Restated Tender and Voting Agreement, and to vote or take such other necessary actions in support of the tender offer and merger.

(8) The reporting person and each member of the group declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer. The reporting person disclaims beneficial ownership of the securities owned by HWGA, Ltd., except to the extent of the pecuniary interest of such person in such securities.

(9) As a result of the dispositions reported in this Form 4 and the concurrent dispositions of additional members of the group in connection with the tender offer, the members of the group will no longer be beneficial owners of more than 10% of the Issuer's securities and, therefore, should no longer be deemed to be a group for the purposes of Section 13(d) or 13(g) of the Act and to the extent that a member of the group was only an insider due to its status as a deemed member of a group that beneficially owned 10% or more of the Issuer's securities, such members of the group will no longer be insiders under Section 16 of the Act.

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- (10) Includes 1,500,000 shares owned and not tendered by HWGA, Ltd. for which the reporting person serves as general partner but has no investment or voting control.
- (11) Includes 10,000 shares owned and tendered by The Perot Foundation for which the reporting person serves as a director but has no investment or voting control. Additionally, The Perot Foundation may be deemed to be a member of a group for the purposes of Section 13(d) or 13(g) of the Act, with eleven other stockholders of the Issuer, as described in a Schedule 13D filed with the Securities and Exchange Commission on September 30, 2009.
- (12) Each member of the group, including The Perot Foundation, entered into a Tender and Voting Agreement with the Issuer, Dell Inc. and DII - Holdings Inc. in connection with those certain tender offer and merger transactions proposed to be entered into between the Issuer, Dell Inc. and DII - Holdings Inc., whereby each member of the group agreed to tender its shares in Issuer, except for Perot Family Trust, which may elect not to tender its shares in Issuer in the tender offer and to hold its shares and receive the same consideration per share in connection with the merger described in the merger agreement pursuant to its Amended and Restated Tender and Voting Agreement, and to vote or take such other necessary actions in support of the tender offer and merger.
- (13) The reporting person and each member of the group declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer. The reporting person disclaims beneficial ownership of the securities owned by The Perot Foundation, except to the extent of the pecuniary interest of such person in such securities.
- (14) As a result of the dispositions reported in this Form 4 and the concurrent dispositions of additional members of the group in connection with the tender offer, the members of the group will no longer be beneficial owners of more than 10% of the Issuer's securities and, therefore, should no longer be deemed to be a group for the purposes of Section 13(d) or 13(g) of the Act and to the extent that a member of the group was only an insider due to its status as a deemed member of a group that beneficially owned 10% or more of the Issuer's securities, such members of the group will no longer be insiders under Section 16 of the Act.
- (15) Includes 5,000 shares owned by the reporting person's spouse.

Remarks:

Exhibit Index: None

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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