

PEROT ROSS
Form 4
November 05, 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 *
PEROT ROSS

(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)

See remarks

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 | |
| Class A Common Stock, par value \$0.01 per share ^{(1) (2)} ₍₃₎ | 11/03/2009 | | U | | 44,000 | D \$ 30 0 | D |
| Class A Common Stock, par value \$0.01 per | 11/03/2009 | | U | | 28,159,000 ^{(5) (6) (7) (8)} | D \$ 30 1,500,000 | I See footnote ⁽⁹⁾ |

share ⁽¹⁾ ⁽²⁾
(3) (4)
 Class A
 Common
 Stock, par
 value
 \$0.01 per
 share ⁽¹⁾ ⁽²⁾
(3) (4)

100 I See
 footnote
(10)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 (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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ H. Ross Perot 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 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.
- (2) Each member of the group, including the reporting person, 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.
- (3) 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. 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.
- (4) 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.
- (5) Includes: (i) 28,155,000 shares owned and tendered by HWGA, Ltd. for which the reporting person serves as managing general partner with investment and voting control; and (ii) 4,000 shares owned by Petrus Financial Services, Ltd., whose general partner is Petrus Management Corporation which may be deemed to beneficially own the shares owned by Petrus Financial Services, Ltd. The reporting person is the sole shareholder of Petrus Management Corporation and may be deemed to beneficially own any shares that Petrus Management Corporation may, or may be deemed to, beneficially own, including the 4,000 shares of the Issuer.
- (6) Additionally, HWGA, Ltd. and Petrus Financial Services, 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. Each member of the group, including HWGA, Ltd. and Petrus Financial Services, 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,
- (7) 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. 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.
- (8) The reporting person disclaims beneficial ownership of the securities owned by HWGA, Ltd. and Petrus Financial Services, Ltd., except to the extent of the pecuniary interest of such person in such securities. 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, including HWGA, Ltd. and Petrus Financial Services, Ltd. will no longer be insiders under Section 16 of the Act.
- (9) Includes 1,500,000 shares owned and not tendered by HWGA, Ltd. for which the reporting person serves as managing general partner with investment and voting control.
- (10) Includes 100 shares owned by the reporting person's spouse.

Remarks:

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Member of 10% owner group (1)(2)(3)

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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