Williams Thomas D Form 4 November 05, 2009

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Estimated average burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ad Williams Th		orting Person *	2. Issuer Name and Ticker or Trading Symbol PEROT SYSTEMS CORP [PER]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
2300 WEST PLANO PARKWAY			(Month/Day/Year) 11/03/2009	Director 10% Owner State of the pelow of			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PLANO, TX 75075				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owner			

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ies Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed onth/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
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	<u>(3)</u>	0	D	
Common Stock	11/03/2009		U	1,000 (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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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)	Code	5. Number of or 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-qualified Stock Options	\$ 13.97	11/03/2009		D	80,000	<u>(4)</u>	09/22/2011	Common Stock	80,0
Non-qualified Stock Options	\$ 13.63	11/03/2009		D	24,000	<u>(6)</u>	10/13/2012	Common Stock	24,0
Non-qualified Stock Options	\$ 13.63	11/03/2009		D	3,000	<u>(7)</u>	10/13/2012	Common Stock	3,00
Non-qualified Stock Options	\$ 13.63	11/03/2009		D	3,000	<u>(8)</u>	10/13/2012	Common Stock	3,00
Non-qualified Stock Options	\$ 14.87	11/03/2009		D	6,500	<u>(7)</u>	11/02/2013	Common Stock	6,50
Non-qualified Stock Options	\$ 14.87	11/03/2009		D	6,500	(8)	11/02/2013	Common Stock	6,50
Non-qualified Stock Options	\$ 14.87	11/03/2009		D	19,500	<u>(9)</u>	11/02/2013	Common Stock	19,5
Non-qualified Stock Options	\$ 15.23	11/03/2009		D	9,750	<u>(7)</u>	08/02/2014	Common Stock	9,75
Non-qualified Stock Options	\$ 15.23	11/03/2009		D	9,750	<u>(8)</u>	08/02/2014	Common Stock	9,75
Non-qualified Stock Options	\$ 15.23	11/03/2009		D	13,000	(10)	08/02/2014	Common Stock	13,0
Non-qualified Stock Options	\$ 14.26	11/03/2009		D	14,000	<u>(7)</u>	03/14/2015	Common Stock	14,0
Non-qualified Stock Options	\$ 14.26	11/03/2009		D	14,000	(8)	03/14/2015	Common Stock	14,0
Non-qualified Stock Options	\$ 14.26	11/03/2009		D	7,000	<u>(11)</u>	03/14/2015	Common Stock	7,00
Stock-Settled Stock	\$ 11.77	11/03/2009		D	22,500	<u>(7)</u>	03/13/2019	Common Stock	22,5

Appreciation Rightss

Stock-Settled

Stock Appreciation Rightss

\$ 11.77 11/03/2009 D

22,500

(8) 03/13/2019 Common

Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Williams Thomas D

2300 WEST PLANO PARKWAY

Vice President

PLANO, TX 75075

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).
- 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 **(1)** "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.
- 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 **(2)** total number of Shares subject to such Restricted Stock Unit.
 - 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
- **(3)** number of time-based vesting restricted stock unite awards (settleable 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.
- 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 **(5)** 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.
 - 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)
- **(7)** 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.
- 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 (settleable 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. 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.