

PEROT SYSTEMS CORP
Form 3
September 30, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Petrus Management Corp | | | (Month/Day/Year) | | PEROT SYSTEMS CORP [PER] | |
| (Last) | (First) | (Middle) | 09/20/2009 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 2300 WEST PLANO PARKWAY | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| PLANO,Â TXÂ 75075 | | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Member - 10% Owner Group(2)(3) | |
| (City) | (State) | (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Class A Common Stock, par value \$0.01 per share <u>(1)</u> <u>(2)</u> <u>(3)</u> | 4,000 | I | See Footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Petrus Management Corp 2300 WEST PLANO PARKWAY PLANO, TX 75075 | Â | Â | Â | Member - 10% Owner Group(2)(3) |

Signatures

Petrus Management Corporation, By: /s/ J. Y. Robb III, Name: J. Y. Robb III, 09/30/2009
President

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 is the general partner of Petrus Financial Services, Ltd., which may be deemed to be, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, the beneficial owner of certain securities of the Issuer. The reporting person, as general partner, may be deemed for purposes of Section 16 of the Act to beneficially own securities beneficially owned by Petrus Financial Services, Ltd., including 4,000 shares of Class A Common Stock, par value \$0.01 per share, of the Issuer. The reporting person disclaims beneficial ownership of the securities owned by Petrus Financial Services, Ltd., except to the extent of the pecuniary interest of such reporting person in such securities.
- (2) The reporting person, as general partner of 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 Issuer, as described in a Schedule 13D filed with the Securities and Exchange Commission on September 30, 2009. Each member of the group, including Petrus Financial Services, Ltd. for which the reporting person is the general partner, 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 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.

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.