SEITEL INC
Form 5
February 12, 2002

UNITED STATES SECURITIES AND **OMB EXCHANGE COMMISSION APPROVAL** Form 5 Washington, DC 20549 OMB Number: 3235-0362 Check box if Expires: October no longer subject ANNUAL STATEMENT OF CHANGES 31, 2001 BENEFICIAL OWNERSHIP Estimated Section 16. average burden Form 4 or Form 5 hours per obligations response...1.0 may continue. Filed pursuant to Section 16(a) of the See Instruction Securities Exchange Act of 1934, Section 1(b). 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 Form 3 Holdings Reported Form 4 Transactions Reported

1. Name and Address of Reporting Person*	2. Issuer Name <b>and</b> Tickler or Transition Seitel, Inc. SEI	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
Frame, Paul A.			X_ Director			
(Last) (First) (Middle)  50 Briar Hollow Lane, 7th Floor West	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year 12/01	10% Owner $X$ Officer  (give title below) Other (specify below)  Chief Executive Officer			
(Street) Houston, Texas 77027 (City) (State) (Zip)		5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Reporting  (check applicable line)  X Form Filed by One Reporting Person Form Filed by More than One Reporting Person			
	Table I - Non-Derivative Securit	ies Acquired, Disposed	of, or Beneficially Owned			

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1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	(Instr. 8)	4.Securit (A) or Dispose (Instr. 3,	ed of	(D)	5.Amount of Securities Beneficially Owned at	6.Ownership Form: Direct (D) or Indirect (I)	
			Amount	(A) or (D)		the end of Issuer's Fiscal Year (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock, par value \$.01	1/1/01 - 12/31/01	J(1)	959		9.43 - 19.513	191,860	D	

<sup>\*</sup> If the form is filed by more than one reporting person, see instruction 4(b)(v).

			Table			Securities Ac calls warrant	•			lly Owned	
1.Title of Derivative Security (Instr. 3)	2.Conversion or Exercise Price of Derivative Security	action Date	4.Transaction Code (Instr.			6.Date Exercisable and Expiration Date (Month/Day/Year)		7.Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Options-Right to Buy	\$11.00	8/31/01	A	150,000		8/31/04	8/31/11	Common Stock	150,000		1
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Explanation of Responses: (1) Routine transaction made pursuant to 401(k) election, which transactions are not required to be reported under Rule 16a-3(f)(l)(i)(b).

Paul A. Frame		2/12/02
by: /s/ Marcia H. Kendrick		
**Signature of Reporting Person	Date	

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.