OMB

SEITEL INC Form 5

February 12, 2002

Form 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

EXCHANGE COMMISSION APPROVAL

Check box if Washington, DC 20549 OMB Number:

no longer subject
to
3235-0362
Expires: October

Section 16. ANNUAL STATEMENT OF CHANGES 31, 2001
Form 4 or Form 5 BENEFICIAL OWNERSHIP Estimated obligations average burden may continue.

See Instruction response...1.0

1(b). Filed pursuant to Section 16(a) of the

Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding

\_\_ Form 3 Holdings 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of

the Investment Company Act of 1940

\_\_ Form 4
Transactions Reported

| 1. Name and  | 2. Issuer Name and Tickler or Ti  |  |  |  |
|--|---|--|--|--|
| Address of<br>Reporting<br>Person*                                       | Seitel, Inc. SEI  |  | to Issuer  | Reporting Person(s)  Check all applicable) |
| Kendrick,  |   |  | Director   |  |
| Marcia H.  (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)  Officer | Other (specify below)Chief Accounting      |
| (Street) Houston, Texas 77027 (City) (State) (Zip)                       |   | 5. If Amendment, Date of Original (Month/Year) | (check applic<br><u>X</u> Form Filed by One      |  |
|  | Table I - Non-Derivative Securi   | ties Acquired, Disposed                        | of, or Beneficially                              | Owned                                      |
| 1. Title of  | 2.Transaction Date 3.Transaction  | 4.Securities Acquired                          | 5.Amount of 6.O                                  | wnership 7.Nature of                       |

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| Security (Instr. 3)                 | (Month/Day/Year)  | Code (Instr. 8) | (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  | Securities<br>Beneficially<br>Owned at | Form: Direct (D) or Indirect (I)                             | Indirect<br>Beneficial<br>Ownership |                |
|-------------------------------------|-------------------|-----------------|--|------------------|--|--|-------------------------------------|----------------|
|                                     |                   |                 | Amount   | (A)<br>or<br>(D) | Price                                  | the end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | (Instr. 4)                          | (Instr. 4)     |
| Common<br>Stock, par<br>value \$.01 | 1/1/01 - 12/31/01 | J(1)            | 96   | A                | 9.43 -<br>19.513                       | 34,610   | D                                   |                |
|                                     |                   |                 |  |                  |  | 1,332  | I                                   | By<br>children |
|                                     |                   |                 |  |                  |  |  |                                     |                |
|                                     |                   |                 |  |                  |  |  |                                     |                |

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

|  |   |                | Table I                                |  |                     | Securities Accalls warrant | •                  | •  |  | •                                    |    |
|--|---|----------------|--|--|---------------------|----------------------------|--------------------|--|--|--------------------------------------|----|
| 1.Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | action<br>Date | 4.Transaction<br>Code<br>(Instr.<br>8) | 5.Number Deriva Securit Acquire (A) or Disposof (D) (Instr. and 5) | tive<br>ties<br>red | 6.Date Exercisable         |                    | 7.Title and Amount of Underlying Securities (Instr. 3 and 4) |  | Derivative<br>Security<br>(Instr. 5) |    |
|  |   |                |  | (A)  | (D)                 | Date<br>Exercisable        | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |                                      |    |
| Options-Right<br>to Buy                            | \$11.00   | 8/31/01        | A                                      | 25,000   |                     | 8/31/04                    | 8/31/11            | Common<br>Stock  | 25,000                                 |                                      | 15 |
|  |   |                |  |  |                     |                            |                    |  |  |                                      |    |
|  |   |                |  |  |                     |                            |                    |  |  |                                      |    |

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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).

|                                 |      | 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.