SEITEL INC Form 5

February 12, 2002

Form 5 UNITED STATES SECURITIES AND OMB

EXCHANGE COMMISSION APPROVAL

Check box if Washington DC 20549 OMB Number

__ Check box if Washington, DC 20549 OMB Number: no longer subject 3235-0362 to 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

the Investment Company Act of 1940

___ Form 4
Transactions Reported

1. Name and	2. Issuer Name and Tickler or Tr	ading Symbol							
Address of Reporting Person* Zeidman, Fred S.	Seitel, Inc. SEI		to Issuer X Director	p of Reporting Person(s) (Check all applicable)					
(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 Officer (give title below)	Other (specify below)					
(Street) Houston, Texas 77027 (City) (State) (Zip)		5. If Amendment, Date of Original (Month/Year)	(check a <u>X</u> Form Filed by	or Joint/Group Reporting applicable line) y One Reporting Person y More than One Reporting					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security	2.Transaction Date 3.Transaction Code	4.Securities Acquired (A) or		6.Ownership 7.Nature of Form: Direct Indirect					

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(Instr. 3)	(Month/Day/Year)	(Instr. 8)	Dispos (Instr. 3, Amount	4 and	5)	Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01						9,200	D	

^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).

			Table I			Securities Ac	•	•		•	
1.Title of Derivative Security (Instr. 3)	2.Conversion or Exercise Price of Derivative Security	action Date	4.Transaction Code (Instr. 8)			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	9.Nu De Seo Bene Ov End of (In
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Options-Right to Buy	\$18.26	6/5/01	A	2,000		6/5/02	6/5/06	Common Stock	2,000		
Options-Right to Buy	\$11.00	8/31/01	A	11,250		8/31/02	8/5/11	Common Stock	11,250		44,

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Explanation of Responses:

Fred S. Zeidman		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.