PEAD PHILIP M
Form 4
January 04, 2006

# FORM 4

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEAD PHILIP M

(Last) (First) (Middle)

1145 SANCTUARY PARKWAY, SUITE 200

(Street)

ALPHARETTA, GA 30004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PER SE TECHNOLOGIES INC [PSTI]

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock | 01/03/2006 | | M(1) | | 1,800 | A | $ 3.75 | 146,563 (2) | D | |
| Common Stock | 01/03/2006 | | S(1) | | 1,800 | D | $ 22.9 | 144,763 (2) | D | |
| Common Stock | 01/03/2006 | | M(1) | | 200 | A | $ 3.75 | 144,963 (2) | D | |
| Common Stock | 01/03/2006 | | S(1) | | 200 | D | $ 22.92 | 144,763 (2) | D | |
| Common Stock | 01/03/2006 | | M(1) | | 712 | A | $ 3.75 | 145,475 (2) | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Common Stock | 01/03/2006 | S[(1)] | 712 | D | $ 23 | 144,763 [(2)] | D |
| Common Stock | 01/03/2006 | M[(1)] | 1,000 | A | $ 3.75 | 145,763 [(2)] | D |
| Common Stock | 01/03/2006 | S[(1)] | 1,000 | D | $ 23.01 | 144,763 [(2)] | D |
| Common Stock | 01/03/2006 | M[(1)] | 1,200 | A | $ 3.75 | 145,963 [(2)] | D |
| Common Stock | 01/03/2006 | S[(1)] | 1,200 | D | $ 23.02 | 144,763 [(2)] | D |
| Common Stock | 01/03/2006 | M[(1)] | 788 | A | $ 3.75 | 145,551 [(2)] | D |
| Common Stock | 01/03/2006 | S[(1)] | 788 | D | $ 23.04 | 144,763 [(2)] | D |
| Common Stock | 01/03/2006 | M[(1)] | 300 | A | $ 3.75 | 145,063 [(2)] | D |
| Common Stock | 01/03/2006 | S[(1)] | 300 | D | $ 23.05 | 144,763 [(2)] | D |
| Common Stock | 01/03/2006 | M[(1)] | 300 | A | $ 3.75 | 145,063 [(2)] | D |
| Common Stock | 01/03/2006 | S[(1)] | 300 | D | $ 23.14 | 144,763 [(2)] | D |
| Common Stock | 01/03/2006 | M[(1)] | 700 | A | $ 3.75 | 145,463 [(2)] | D |
| Common Stock | 01/03/2006 | S[(1)] | 700 | D | $ 23.15 | 144,763 [(2)] | D |
| Common Stock | 01/03/2006 | M[(1)] | 250 | A | $ 3.75 | 145,013 [(2)] | D |
| Common Stock | 01/03/2006 | S[(1)] | 250 | D | $ 23.18 | 144,763 [(2)] | D |
| Common Stock | 01/03/2006 | M[(1)] | 2,000 | A | $ 3.75 | 146,763 [(2)] | D |
| Common Stock | 01/03/2006 | S[(1)] | 2,000 | D | $ 23.22 | 144,763 [(2)] | D |

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

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**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) | 4. Transaction Code (Instr. 8) | | 5. Number of 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 of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | | M[(1)] | | | 1,800 | 11/13/2002 | 11/13/2011 | Common Stock | 1,800 |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | | M[(1)] | | | 200 | 11/13/2002 | 11/13/2011 | Common Stock | 200 |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | | M[(1)] | | | 712 | 11/13/2002 | 11/13/2011 | Common Stock | 712 |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | | M[(1)] | | | 1,000 | 11/13/2002 | 11/13/2011 | Common Stock | 1,000 |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | | M[(1)] | | | 1,200 | 11/13/2002 | 11/13/2011 | Common Stock | 1,200 |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | | M[(1)] | | | 788 | 11/13/2002 | 11/13/2011 | Common Stock | 788 |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | | M[(1)] | | | 300 | 11/13/2002 | 11/13/2011 | Common Stock | 300 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | M[(1)] | 300 | 11/13/2002 | 11/13/2011 | Common Stock | 300 |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | M[(1)] | 700 | 11/13/2002 | 11/13/2011 | Common Stock | 700 |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | M[(1)] | 250 | 11/13/2002 | 11/13/2011 | Common Stock | 250 |
| Employee Stock Option (right to buy) | $ 3.75 | 01/03/2006 | M[(1)] | 2,000 | 11/13/2002 | 11/13/2011 | Common Stock | 2,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| PEAD PHILIP M<br>1145 SANCTUARY PARKWAY<br>SUITE 200<br>ALPHARETTA, GA 30004 | X | | Chairman, President and CEO | |

# Signatures

| | |
|---|---|
| /s/ PHILIP M. PEAD | 01/03/2006 |
| **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).

**(1)** The transactions reported, which consist of the exercise of an aggregate of 9,250 employee stock options and the concurrent sale of the underlying shares of common stock, were effected pursuant to an amended trading plan adopted by the Reporting Person pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. (This is the ninth tranche of stock options exercised and shares sold under that plan.)

**(2)** Includes 17,948 deferred stock units credited to the Reporting Person's account under the Per-Se Technologies, Inc. Deferred Stock Unit Plan, and 966 shares credited to the Reporting Person's account under the Per-Se Technologies, Inc. Employees' Retirement Savings Plan (the Per-Se 401(k) plan); does not include 2,716 shares of Common Stock held by family members, for which the Reporting Person disclaims beneficial ownership.

**(3)** Does not include an additional 1,454,998 employee stock options granted on other dates and having different terms, including different exercise prices.

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