

PEAD PHILIP M
Form 4
December 02, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1145 SANCTUARY
PARKWAY, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2005

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

ALPHARETTA, GA 30004

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

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

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 12/01/2005 | | M ⁽¹⁾ | | 100 A \$ 3.75 | 144,863 ⁽²⁾ | D |
| Common Stock | 12/01/2005 | | S ⁽¹⁾ | | 100 D \$ 25.56 | 144,763 ⁽²⁾ | D |
| Common Stock | 12/01/2005 | | M ⁽¹⁾ | | 150 A \$ 3.75 | 144,913 ⁽²⁾ | D |
| Common Stock | 12/01/2005 | | S ⁽¹⁾ | | 150 D \$ 25.55 | 144,763 ⁽²⁾ | D |

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 3.75 | 12/01/2005 | | M ⁽¹⁾ | 100 | 11/13/2002 11/13/2011 | Common Stock | 100 |
| Employee Stock Option (right to buy) | \$ 3.75 | 12/01/2005 | | M ⁽¹⁾ | 150 | 11/13/2002 11/13/2011 | Common Stock | 150 |

Reporting Owners

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

Signatures

/s/ PHILIP M.
PEAD 12/01/2005

**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 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 remainder of the eighth 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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