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: no longer subject 3235-0362

Expires: October ANNUAL STATEMENT OF CHANGES Section 16. 31, 2001

Form 4 or Form 5 BENEFICIAL OWNERSHIP Estimated obligations average burden may continue. hours per 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 Reported 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 Tra	ading Symbol							
Address of Reporting Person* Hoffman,	Seitel, Inc. SEI			6. Relationship to Issuer Director	o of Reporting Person(s) (Check all applicable)					
Russell J. (Last) (First) (Middle) 50 Briar Hollow Lane, 7th Floor West	3. I.R.S. Identificat of Reporting Person (Voluntary)		4. Statement for Month/Year 12/01	10% Owner X Officer (give title below) Communications	Other (specify below) <u>VP of Corporate</u>					
(Street) Houston, Texas 77027 (City) (State) (Zip)			5. If Amendment, Date of Original (Month/Year)	(check a <u>r</u> X Form Filed by	or Joint/Group Reporting oplicable line) One Reporting Person 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)	Dispose (Instr. 3,	4 and	5)	Beneficially Owned at	(D) or Indirect (I)	Beneficial Ownership
			Amount	(A) or (D)	Price	the end of Issuer's Fiscal Year (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)

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

			Table I			Securities Ac s calls warrant	•	•		•	
1.Title of Derivative Security (Instr. 3)	2.Conversion or Exercise Price of Derivative Security	action Date	4.Transaction Code (Instr. 8)	5.Number Derivate Security Acquires (A) or Dispose of (D)	5.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4)		cisable tion Date	7.Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5) Be	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Options-Right to Buy	\$11.00	8/31/01	A	35,000		8/31/04	8/31/11	Common Stock	35,000		33(

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Explanation of Responses:

D 1111 CC		2/12/02
Russell Hoffman		•
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.