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
to		Expires: October
Section 16.	ANNUAL STATEMENT OF CHANGES	31, 2001
Form 4 or Form 5	BENEFICIAL OWNERSHIP	Estimated
obligations		average burden
may continue.		hours per
See Instruction		response1.0
1(b).	Filed pursuant to Section 16(a) of the	
	Securities Exchange Act of 1934, Section	
Form 3 Holdings	17(a) of the Public Utility Holding	
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 Tr			
Address of Reporting Person*	Seitel, Inc. SEI	6. Relationshi to Issuer	ip of Reporting Person(s) (Check all applicable)	
Pearlman, Herbert M.			\underline{X} Director	
(Last) (First) (Middle)	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)
50 Briar Hollow Lane, 7 th Floor West		12/01		
(Street) Houston, Texas 77027 (City)		5. If Amendment, Date of Original (Month/Year)	(check) <u>X</u> Form Filed b	or Joint/Group Reporting applicable line) by One Reporting Person by More than One Reporting
(State) (Zip)	Table I - Non-Derivative Securiti	es Acquired, Disposed	d of, or Benefic	ially Owned
1. Title of Security	2.Transaction Date 3.Transaction Code			6.Ownership 7.Nature of Form: Direct Indirect

(Instr. 3)	(Month/Day/Year)	(Instr. 8)	Dispos (Instr. 3,	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)
			Amount	(A) or (D)				
Common Stock, par value \$.01						403,117	D	
						4,554	Ι	By Spouse

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

			Tab			curities Acqu Ills warrants o				7 Owned
1.Title of Derivative Security (Instr. 3)	2.Conversion or Exercise Price of Derivative Security	action Date	ction action Date Code (Instr. Day/ 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 (Instr. 5
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options-Right to Buy	\$11.00	8/31/01	А	100,000		8/31/04	8/31/11	Common Stock	100,000	,
Options-Right to Buy	\$11.00	8/31/01	G		45,000	8/31/04	8/31/11	Common Stock	45,000	
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Explanation of Responses:

2/12/02

Herbert M. Pearlman by: <u>/s/ Marcia H. Kendrick</u> **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.