

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2001-08-03** | Period of Report: **2001-03-31**

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### SUBJECT COMPANY

#### **PANJA INC**

CIK: **944248** | IRS No.: **751815822** | State of Incorpor.: **TX** | Fiscal Year End: **0331**

Type: **5** | Act: **34** | File No.: **333-02202** | Film No.: **01696844**

SIC: **3670** Electronic components & accessories

#### Mailing Address

*3000 RESEARCH DR  
RICHARDSON TX 75082*

#### Business Address

*3000 RESEARCH DR  
RICHARDSON TX 75082  
4696248000*

### REPORTING OWNER

#### **HARDT J JOSEPH**

CIK: **1055441**

Type: **5**

#### Mailing Address

*11995 FORESTGATE DRIVE  
DALLAS TX 75243*

#### Business Address

*11995 FORESTGATE DRIVE  
DALLAS TX 75243  
9726443048*



			Amount	(D)	Price	(Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

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

FORM 5 (continued)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
				(A)	(D)
<S> Employee Stock Option Right to Buy	<C> \$3.063	<C> 12/21/00	<C> A	<C> 25,000	<C>

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. Number of Derivative Securities Beneficially Owned	10. Ownership of Derivative Security	11. Nature of Indirect Beneficial
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	Officially Owned at End of Year (Instr. 4)	Direct (D) or Indirect (1) (Instr. 4)	Ownership (Instr. 4)
<S> 12/21/01 (1)	12/21/10	<C> Common Stock	<C> 25,000	<C>	<C> 25,000	<C> D	<C>

</TABLE>

Explanation of Responses:

- (1) The options become exercisable in annual increments of 6,250 shares each beginning on December 21, 2001, the first anniversary of the date of grant.

/s/ Joe Hardt                      July 31, 2001

By: Joe Hardt  
 \*\*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).

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.

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