

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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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

FLETCHER PAUL

CIK: **1145087**
Type: **5**

Business Address
1025 CENTRAL EXPRESSWAY
SOUTH
ALLEN TX 75013
9728814700

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.: **01696845**
SIC: **3670** Electronic components & accessories

Mailing Address
3000 RESEARCH DR
RICHARDSON TX 75082

Business Address
3000 RESEARCH DR
RICHARDSON TX 75082
4696248000

	Amount	(D)	Price	(Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
<S>	<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>	<C>	<C>	<C>	<C>	<C>
Employee Stock Option Right to Buy	\$3.625	12/29/00	A	50,000	

</TABLE>

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)	9. Number of Derivative Securities Beneficially	10. Ownership of Derivative Security: Direct	11. Nature of Indirect Beneficial Ownership
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Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	Owned at End of Year (Instr. 4)	(D) or Indi- rect (1) (Instr. 4)	ship (Instr. 4)
<S> 12/29/01 (1)	12/29/10	<C> Common Stock	<C> 50,000	<C> 50,000	<C> D	<C>

</TABLE>

Explanation of Responses:

- (1) The options become exercisable in annual increments of 12,500 shares each beginning on December 29, 2001, the first anniversary of the date of grant.

/s/ Paul Fletcher July 17, 2001

By: Paul Fletcher
 **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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