

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

R RANDAL RIEBE

CIK: **1114588**
Type: **5**

Business Address
*11995 FORESTGATE DRIVE
DALLAS TX 75243
9726443048*

SUBJECT COMPANY

PANJA INC

CIK: **944248** | IRS No.: **751815822** | State of Incorporation: **TX** | Fiscal Year End: **0331**
Type: **5** | Act: **34** | File No.: **333-02202** | Film No.: **01696848**
SIC: **3670** Electronic components & accessories

Mailing Address
*3000 RESEARCH DR
RICHARDSON TX 75082*

Business Address
*3000 RESEARCH DR
RICHARDSON TX 75082
4696248000*

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/ OMB APPROVAL /
/-----/
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| FORM 5 |
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check box if
no longer subject ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
to Section 16.
Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities
obligations may Exchange Act of 1934, Section 17(a) of the
continue. See Public Utility Holding Company Act of 1935 or
Instruction 1(b). Section 30(f) of the Investment Company Act of 1940

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Riebe R. Randal

(Last) (First) (Middle)

3000 Research Drive

(Street)

Richardson TX 75082

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol Panja, Inc. (PNJA)

3. I.R.S. Identification Number of Reporting Person, if an entity
(Voluntary)

4. Statement for Month/Year March 31, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director Officer 10% Owner Other
(give title below) (specify below)

Vice President of Sales and Marketing

7. Individual or Joint/Group Reporting (check applicable line)

Form Filed by One Reporting Person

Form Filed by More than One Reporting Person

Table I--Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<TABLE>
<CAPTION>

1. Title of Security (Instr. 3) 2. Trans- action Date (Month/ Day/ Year) 3. Trans- action Code (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or 5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year 6. Owner- ship Form: Direct (D) or Indirect (I) 7. Nature of In- direct Bene- ficial Owner- ship

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) .

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> \$3.625	<C> 12/29/00	<C> A	<C> 30,000	

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 Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (1) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date Title Amount or Number of Shares				
<S> 12/29/01(1)	<C> 12/29/10 Common Stock 30,000	<C>	<C> 30,000	<C> D	<C>

Explanation of Responses:
 (1) The options become exercisable in annual increments of 7,500 shares each beginning on December 29, 2001, the first anniversary of the date of grant.

/s/ R. Randal Riebe July 17, 2001

 By: R. Randal Riebe
 **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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.