

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-08-03** | Period of Report: **2006-07-25**
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ISSUER

ELECTRONIC DATA SYSTEMS CORP /DE/

CIK: **1007456** | IRS No.: **752548221** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **7370** Computer programming, data processing, etc.

Mailing Address
5400 LEGACY DRIVE
H3-3A-05
PLANO TX 75024

Business Address
5400 LEGACY DRIVE
H3-3A-05
PLANO TX 75024
9726046000

REPORTING OWNER

MCDONALD SCOT H

CIK: **1262610**
Type: **4** | Act: **34** | File No.: **001-11779** | Film No.: **061002033**

Mailing Address
5400 LEGACY DR
H3-3E35
PLANO TX 75024

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person MCDONALD SCOT H			2. Issuer Name and Ticker or Trading Symbol ELECTRONIC DATA SYSTEMS CORP /DE/ [EDS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title _____ Other (specify below) VP/Controller & CAO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2006					
5400 LEGACY DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street)								
PLANO, TX 75024								
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								34,518 ⁽¹⁾ ⁽²⁾	D	
Common Stock								820 ⁽³⁾	I	By Hewitt Associates LLC

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy) 2/10/03 Grant	\$16.205							(4)	(4)	Common Stock	20,000	20,000 ⁽²⁾	D	
Employee Stock Option	\$16.205							(4)	(4)	Common Stock	4,050	4,050 ⁽²⁾	D	

(right to buy) 2/10/03 Grant															
Employee Stock Option (Right to Buy) 3/24/04 SIP Re-grant	\$19.175						(4)	(4)	Common Stock	6,600		6,600 (2)	D		
Employee Stock Option (Right to Buy) 3/24/04 BB Re-grant	\$19.175						(4)	(4)	Common Stock	145		145 (2)	D		
Employee Stock Option (right to buy) 3/24/04 Grant	\$19.175						(4)	(4)	Common Stock	30,000		30,000 (2)	D		
Phantom Stock	(5)	05/11/2006		A		1.86	(6)	(6)	Common Stock	1.86	\$26.17	976.29	D		

Explanation of Responses:

1. Reporting Person Ceased Being one of Issuer's Insiders on 07/25/06.
2. No reportable change since the last filing, this is a reiteration of holdings only.
3. These shares were held under the Issuer's 401k Plan as of 07/25/06, and includes dividend shares credited to Reporting Person's account in the amount of 1.552 @ \$26.17 on 05/11/06. Hewitt Associates LLC accounts for holdings in the stock fund in units, comprised of stock and cash reserves. The shares reported represent an approximate value based upon the fund balance and market value of EDS common stock.
4. Information originally included at time grant was reported.
5. 1 for 1
6. Shares of phantom stock units ("PSU") under the Issuer's Executive Deferral Plan ("EDP") are immediately exercisable, but issued following termination of Reporting Person's employment with Issuer. The reported amount of 1.86 @ \$26.17 PSUs are dividends from 05/11/06.

Signatures

Linda Epstein at Attorney-in-Fact for Scot McDonald

** Signature of Reporting Person

08/03/2006

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

** 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 is insufficient, see Instruction 6 for procedure.

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