

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-14**

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REPORTING OWNER

SWAN ROBERT HOLMES

CIK: **1218363**

Type: **4** | Act: **34** | File No.: **001-11779** | Film No.: **04817272**

Business Address
C/O ELECTRONIC DATA
SYSTEMS CORP
5400 LEGACY DRIVE
H3-3E-3S
PLANO TX 75024
9726055472

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
H3-3D-05
PLANO TX 75024

Business Address
5400 LEGACY DR
H3-3D-05
PLANO TX 75024
9726046000

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 SWAN ROBERT HOLMES			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 <input checked="" type="checkbox"/> Officer (give title below) EVP CFO ____ 10% Owner ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2004					
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								77,765 ⁽¹⁾	D	
Common Stock								5,5599 ⁽²⁾	I	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy) 2/10/03 Grant	\$16.205						(4)	(4)	Common Stock	(4)		275,000 ⁽¹⁾	D	
Employee Stock Option (right to buy) 2/10/03 Grant	\$16.205						(4)	(4)	Common Stock	(4)		18,000 ⁽¹⁾	D	

Employee Stock Option (right to buy) 3/24/04 Grant	\$19,175						(4)	(4)	Common Stock	(4)		200,000 (1)	D	
Phantom Stock - EDP Grant 2/10/03 (1 for 1)	\$ 0 (5)						(3)	(3)	Common Stock	(3)		92,564 (1)	D	
Phantom Stock - EDP (1 for 1)	\$ 0 (5)	05/14/2004		A		713.8316 (3)	(3)	(3)	Common Stock	713.8316 (3)	(3)	26,662.81 (3)	D	

Explanation of Responses:

1. No reportable change since the last filing, this is a reiteration of holdings only.
2. There were 5.5599 dividends in the Reporting Person's account which were held indirectly in trust by Hewitt Associates LLC under EDS 401(k) Plan as of May 12, 2004. There was no reportable change to the 188.3473 unvested non-derivative shares held in trust indirectly by Hewitt Associates LLC under the EDS 401(k) Plan as of April 29, 2004. 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.
3. Shares of phantom stock units under the Issuer's Executive Deferral Plan are immediately exercisable, but issued following termination of Reporting Person's employment with Issuer. Of this amount 252.7216 at \$16.0750 phantom stock units was deferred from payroll contributions and 461.11 in phantom stock unit dividends at \$16.31 was credited to Reporting Person's EDP account on 5/12/04. The total amount also reflects a minor adjustment due to rounding.
4. Information originally included at time grant was reported.
5. 1 for 1

Signatures

Linda Epstein as Attorney-in-Fact for Robert H. Swan

** Signature of Reporting Person

05/18/2004

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.