

SEITEL INC  
 Form 5  
 February 14, 2001

**Form 5** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

OMB APPROVAL

OMB Number: 3235-0362

Expires: October 31, 2001

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ANNUAL STATEMENT OF CHANGES 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(f) of the Investment Company Act of 1940

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

\_\_\_ Form 3 Holdings Reported

\_\_\_ Form 4 Transactions Reported

|    |   |  |  |    |   |  |                         |                            |        |    |       |    |           |
|----|---|--|--|----|---|--|-------------------------|----------------------------|--------|----|-------|----|-----------|
| 1. | Name and Address of Reporting Person*   | 2.   | Issuer Name and Ticker or Trading Symbol<br><b>Seitel, Inc. SEI</b>        |    | 6.  | Relationship of Reporting Person(s) to Issuer (Check all applicable) |                         |                            |        |    |       |    |           |
|    | (Last) (First) (Middle)<br>Kendrick, Marcia H.  | 3.   | I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. | Statement for Month/Year<br>12/00           | <input type="checkbox"/>   | Director                | Officer (give title below) |        |    |       |    |           |
|    | (Street)<br>50 Briar Hollow Lane<br>7 <sup>th</sup> Floor West<br>Houston, Texas<br>77027 |  |  | 5. | If Amendment, Date of Original (Month/Year) | <input checked="" type="checkbox"/>                                  | 10% Owner               | Other (specify below)      |        |    |       |    |           |
|    | (City) (State) (Zip)  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |    | 7.  | Individual or Joint/Group Reporting (check applicable line)          |                         |                            |        |    |       |    |           |
| 1. | Title of  | 2.   | Transaction  | 3. | Transaction                                 | 4.   | Securities Acquired (A) | 5.                         | Amount | 6. | Owner | 7. | Nature of |

| Security (Instr. 3)           | Date (Month/Day/Year)     | Code (Instr. 8) | or Disposed of (D) (Instr. 3, 4 and 5) |            |              | of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4) | Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------|---------------------------|-----------------|--|------------|--------------|--|---|--|
|                               |                           |                 | Amount                                 | (A) or (D) | Price        |  |   |  |
| Common Stock, par value \$.01 | 01/01/00<br>-<br>12/31/00 | J (1)           | 125                                    | A          | 6.497-17.435 | 34,514   | D   |  |
|                               |                           |                 |  |            |              | 1,332  | I   | By Children                              |
|                               |                           |                 |  |            |              |  |   |  |
|                               |                           |                 |  |            |              |  |   |  |
|                               |                           |                 |  |            |              |  |   |  |

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) | 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) |
|----|---|----|---|----|-----------------------------------|----|-----------------------------|-----|---|------------------|---|-------|--|----|---|----|--|
|    |   |    |   |    |                                   |    |                             | (A) | (D)   | Date Exercisable | Expiration Date                                       | Title | Amount or Number of Shares                                 |    |   |    |  |
|    |   |    |   |    |                                   |    |                             |     |   |                  |   |       |  |    |   |    |  |
|    |   |    |   |    |                                   |    |                             |     |   |                  |   |       |  |    |   |    |  |

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|                                 |    |  |  |  |  |          |  |  |  |  |
|                                 |    |  |  |  |  |          |  |  |  |  |
| Explanation of Responses:       | 1. | Routine transactions made pursuant to 401(k) election, which transactions are not required to be reported. |  |  |  |          |  |  |  |  |
|                                 |    |  |  |  |  |          |  |  |  |  |
|                                 |    |  |  |  |  |          |  |  |  |  |
|                                 |    |  |  |  |  |          |  |  |  |  |
|                                 |    |  |  |  |  | 02/14/01 |  |  |  |  |
| **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.