

SEITEL INC
 Form 5
 February 12, 2002

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

Check box if
 no longer subject
 to
 Section 16. ANNUAL STATEMENT OF CHANGES
 Form 4 or Form 5 BENEFICIAL OWNERSHIP
 obligations
 may continue.
 See Instruction
 1(b). 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

Form 3 Holdings
 Reported

Form 4
 Transactions Reported

OMB
 APPROVAL
 OMB Number:
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 31, 2001
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 response...1.0

| | | | |
|--|---|--|---|
| 1. Name and Address of Reporting Person* Craig, Walter M., Jr. | 2. Issuer Name and Ticker or Trading Symbol Seitel, Inc. SEI | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ |
| (Last) (First) (Middle) 50 Briar Hollow Lane, 7 th Floor West | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Year 12/01 | 7. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person |
| (Street) Houston, Texas 77027 | 5. If Amendment, Date of Original (Month/Year) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |
| (City) | | | |
| (State) (Zip) | | | |

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| 1. Title of Security (Instr. 3) | 2. Transaction Date (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 at the end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|---|-----------------------------------|--|------------|-------|---|---|--|
| | | | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$.01 | | | | | | 1,758 | D | |
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

| 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. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|-----------------------------------|---|-----|---|-----------------|--|----------------------------|---|--|
| | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Options-Right to Buy | \$18.26 | 6/5/01 | A | 2,000 | | 6/5/02 | 6/5/06 | Common Stock | 2,000 | | |
| Options-Right to Buy | \$11.00 | 8/31/01 | A | 11,250 | | 8/31/02 | 8/31/11 | Common Stock | 11,250 | | 70 |
| | | | | | | | | | | | |
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Explanation of Responses:

Walter M. Craig
by: /s/ Marcia H. Kendrick
**Signature of Reporting Person

2/12/02

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.