United States Courts
Southern District of Texas
FILED
JUN 24 2002
Michael N. Milby, Clerk

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

MARK NEWBY,	§	CIVIL ACTION NO. 01-CV-3624
	§	(Consolidated)
Plaintiff,	§	
v.	§	
	§	
ENRON CORPORATION, et al.	§	

AMENDED EXHIBIT "K"
TO APPENDIX TO
MOTION TO DISMISS OF DEFENDANTS
ROBERT A. BELFER, NORMAN P. BLAKE, JR., RONNIE C. CHAN, JOHN H. DUNCAN, JOE H. FOY, WENDY L. GRAMM, ROBERT K. JAEDICKE, CHARLES A. LEMAISTRE, JOHN MENDELSOHN, JEROME J. MEYER, PAULO FERRAZ PEREIRA, FRANK SAVAGE, JOHN WAKEHAM, CHARLS E. WALKER, AND HERBERT S. WINOKUR

Movants (former Outside Directors of Enron Corp.) respectfully submit the attached Amended Exhibit "K" to their Motion to Dismiss filed May 8, 2002. The attached Exhibit corrects, replaces and supercedes the existing Exhibit "K." The Amended Exhibit includes additional SEC "Form 4s" for Defendant Robert Belfer that were not included among the Form 4s submitted as the original Exhibit "K."

Respectfully submitted,

GIBBS& BRUNS, L.L.P.

By: Robin Gibbs / by perm.

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S.D. Tex. I.D. No. 4790
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901

ATTORNEY-IN-CHARGE FOR DEFENDANTS Robert A. Belfer, Norman P. Blake, Jr., Ronnie C. Chan, John H. Duncan, Joe H. Foy, Wendy L. Gramm, Robert K. Jaedicke, Charles A. LeMaistre, John Mendelsohn, Paulo Ferraz Pereira, Frank Savage, Jerome J. Meyer, John Wakeham, Charls E. Walker and Herbert S. Winokur, Jr.

OF COUNSEL:

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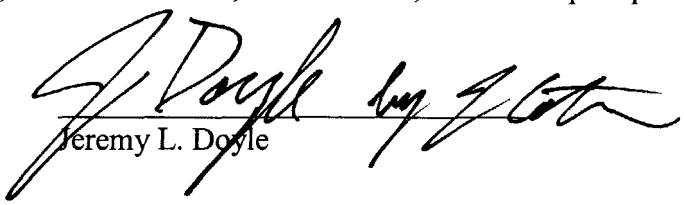
Facsimile: (713) 750-0903

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the forgoing was served on all counsel of record on this the 24th day of June, 2002, via e-mail, electronic service, certified mail, return receipt requested, federal express and/or facsimile.



Jeremy L. Doyle

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*

BELFER ROBERT A
(Last) (First) (Middle)

767 FIFTH AVENUE, 46TH FLOOR
(Street)

EW YORK NY 10153
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ENRON CORP. (ENE)

3. IRS or Social Security Number of Reporting Person (Voluntary)

112-32-1303

4. Statement for Month/Year

November 2000

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

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

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

10% OWNER OF CUMULATIVE SECOND PREFERRED CONVERTIBLE STOCK

7. Individual or Joint/Group Filing (Check Applicable)

X 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

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 End of Month (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							2,523,580.00	D	
Common Stock							23,561.73	I	by 401(k) Plan (1)
Common Stock							12,360.00	I	(2) by Spouse
Common Stock							26,496.00	I	by Wife's Ltd. Part. (2)
Common Stock							6.96	I	by Wholly-Owned Corp
Common Stock							35.48	I	by Family Ltd. Part. (2)
Common Stock	11/06/00	C		16,437.00	A	$0.00		I	by Belfer Invest. LP (2)
Common Stock	11/06/00	S		16,449.00	D	$80.46	0.00	I	by Belfer Invest. LP (2)

EXHIBIT
K

separate line for each class of securities beneficially owned directly or indirectly
re than one reporting person, see Instruction 4(b)(v).

(Over)

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				
mulative Second Preferred Convertible									Common Stock	4,415,684.79		161,723.00	D	
Cumulative Second Preferred Convertible									Common Stock	92,014.48		3,370.00	I	by Wife' Ltd. Part. (.
Cumulative Second Preferred Convertible									Common Stock	17,065.00		625.00	I	(2) by Spouse
Cumulative Second Preferred Convertible									Common Stock	1,351,193.05		49,487.00	I	by Wholly-Owned Corp
Cumulative Second Preferred Convertible									Common Stock	54.61		2.00	I	Co-ttee fo r Children (2
Cumulative Second Preferred Convertible		11/06/00	C			602.00			Common Stock	16,437.01		0.00	I	by Belfer Invest. LP (2
Costless Collar		(3) 11/02/00	J(4)		(5) 200,000.00		10/30/03	10/30/03	Common Stock	200,000.00		200,000.00	I	by Wholly-Owned Corp
Costless Collar		(3) 11/02/00	J(4)		(6) 200,000.00		10/17/03	10/17/03	Common Stock	200,000.00		200,000.00	I	by Wholly-Owned Corp

Explanation of Responses:

(1) 401(k) plan uses unit accounting system which assumes that the Enron Corp. stock fund is fully invested in shares of Enron Corp. Common Stock (notwithstanding that the fund may hold some uninvested cash or shares of Enron Corp. Cumulative Second Preferred Convertible Stock of which each share is presently convertible into 27.304 shares of Common Stock). Reporting person is entitled to a distribution of the entire amount in shares of Enron Corp. Common Stock.

(2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) The price of the underlying Common Stock on the transaction date of 11/02/00 was $81.75.

(4) If the average of last sale price of Common Stock during a specified period immediately preceding the termination date (the "Relevant Rate") is less than the floor price, counterparty to the transaction will pay Robert Belfer the difference between the Relevant Rate and floor price multiplied by amount of shares. If the Relevant Rate exceeds the ceiling, Robert Belfer will pay counterparty the difference between the Relevant Rate and ceiling multiplied by amount of shares.

(5) Floor - $65.6976; ceiling - $155.3912.

(6) Floor - $65.6976; ceiling - $155.1285.

** 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

**Signature of Reporting Person

12/7/00
Date

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3236-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BELFER (Last) ROBERT A (First) (Middle)	ENRON CORP. (ENE)	X Director; X 10% Owner; ___ Officer (give title below); ___ Other (specify below)
767 FIFTH AVENUE, 46TH FLOOR (Street)	3. IRS or Social Security Number of Reporting Person (Voluntary): 112-32-1303	10% OWNER OF CUMULATIVE SECOND PREFERRED CONVERTIBLE STOCK
NEW YORK (City) NY (State) 10153 (Zip)	4. Statement for Month/Year: December 2000	7. Individual or Joint/Group Filing (Check Applicable): X Form filed by One Reporting Person; ___ Form filed by More than One Reporting Person
	5. If Amendment, Date of Original (Month/Year)	

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

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 End of Month (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			

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (7-96)

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				
Costless Collar		(2) 12/22/00	J(2)		(3) 150,000.00		07/24/01	07/24/03	Common Stock	150,000.00			I	by Wholly-Owned Corp
Costless Collar		(2) 12/22/00	J(2)		(4) 75,000.00		07/24/01	07/24/03	Common Stock	75,000.00		225,000.00	I	by Wholly-Owned Corp
Costless Collar		(1) 12/26/00	J(2)		(5) 75,000.00		06/07/03	08/07/03	Common Stock	75,000.00		75,000.00	I	by Wholly-Owned Corp

Explanation of Responses:

(1) The price of the underlying Common Stock on the transaction date of 12/11/00 was $79.1125, 12/22/00 was $81.1875 and 12/26/00 was $83.50.

(2) If the average of last sale price of Common Stock during a specified period immediately preceding the termination date (the "Relevant Rate") is less than the floor price, counterparty to the transaction will pay Robert Belfer the difference between the Relevant Rate and floor price multiplied by amount of shares. If the Relevant Rate exceeds the ceiling, Robert Belfer will pay counterparty the difference between the Relevant Rate and ceiling multiplied by amount of shares.

(3) Floor - $58.93; ceiling - $156.278.

(4) Floor - $55.867; ceiling - $157.283.

(5) Floor - $58.65; ceiling - $165.059.

** 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 the currently valid OMB Number.

Robert A. Belfer
**Signature of Reporting Person

1-5-01
Date

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BELFER ROBERT A (Last) (First) (Middle) 767 FIFTH AVENUE, 46TH FLOOR (Street) NEW YORK NY 10153 (City) (State) (Zip)	ENRON CORP. (ENE) 3. IRS or Social Security Number of Reporting Person (Voluntary): 112-32-1303 4. Statement for Month/Year: January 2001 5. If Amendment, Date of Original (Month/Year):	X Director; X 10% Owner; ___ Officer (give title below); ___ Other (specify below): 10% OWNER OF CUMULATIVE SECOND PREFERRED CONVERTIBLE STOCK 7. Individual or Joint/Group Filing (Check Applicable): X 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

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 End of Month (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	(1) 12/31/00	A	V	326.87	A	$0.00 (2)	2,535,629.61	D	
Common Stock							23,478.65	I	by 401(k) Plan (3)
Common Stock							12,780.00	I	(4) by Spouse
Common Stock							26,496.00	I	by Wife's Ltd. Partr. (4)
Common Stock							6.96	I	by Wholly-Owned Corp
Common Stock							55.48	I	by Family Ltd. Partr. (4)

3,333677

05/06/2002 07:57 FAX 004

(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 Month (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	Title	Amount or Number of Shares				
Costless Collar		(5) 01/26/01	J(6)		(7) 158,000.00		11/20/03	11/20/03	Common Stock	158,000.00		158,000.00	I	by Wholly-Owned Corp

Explanation of Responses:

(1) Various dates during calendar year 2000.

(2) Acquired on various dates during calendar year 2000 pursuant to Enron Corp.'s deferral plan at prices ranging from $54.50 to $87.641.

(3) 401(k) plan uses unit accounting system which assumes that the Enron Corp. stock fund is fully invested in shares of Enron Corp. Common Stock (notwithstanding that the fund may hold some uninvested cash or shares of Enron Corp. Cumulative Second Preferred Convertible Stock of which each share is presently convertible into 27.304 shares of Common Stock) Reporting person is entitled to a distribution of the entire amount in shares of Enron Corp. Common Stock.

(4) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(5) The price of the underlying Common Stock on the transaction date of 1/26/01 was $82.

(6) If the average of last sale prices of Common Stock during a specified period immediately preceding the termination date (the "Relevant Rate") is less than the floor price, counterparty to the transaction will pay Robert Belfer the difference between the Relevant Rate and floor price multiplied by amount of shares. If the Relevant Rate exceeds the ceiling, Robert Belfer will pay counterparty the difference between the Relevant Rate and ceiling multiplied by amount of shares.

(7) Floor - $57.4473; ceiling - $155.9283

** 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 the currently valid OMB Number.

**Signature of Reporting Person

2-5-01
Date

05/06/2002 07:58 FAX
003

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*

BELFER ROBERT A
(Last) (First) (Middle)

767 FIFTH AVENUE, 46TH FLOOR
(Street)

NEW YORK NY 10153
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ENRON CORP. (ENE)

3. IRS or Social Security Number of Reporting Person (Voluntary)

112-32-1303

4. Statement for Month/Year

February 2001

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

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

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

10% OWNER OF CUMULATIVE SECOND PREFERRED CONVERTIBLE STOCK

7. Individual or Joint/Group Filing (Check Applicable)

X 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

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 End of Month (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							2,535,629.61	D	
Common Stock							23,568.53	I	by 401(k) Plan (1)
Common Stock							12,360.00	I	(2) by Spouse
Common Stock							26,496.00	I	by Wife's Ltd. Part. (2)
Common Stock	02/14/01	C		10,020.00	A	$0.00		I	by Wholly-Owned Corp
Common Stock	02/14/01	S		10,000.00	D	$80.99		I	by Wholly-Owned Corp
Common Stock	02/26/01	C		2,976.00	A	$0.00		I	by Wholly-Owned Corp
Common Stock	02/26/01	S		3,000.00	D	$71.00	2.96	I	by Wholly-Owned Corp
Common Stock							35.48	I	by Family Ltd. Part. (2)

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).

(Over)

SEC 1474 (7-96)

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				
Cumulative Second Preferred Convertible									Common Stock	4,415,684.79		161,723.00	D	
Cumulative Second Preferred Convertible									Common Stock	92,014.48		3,370.00	I	by Wife's Ltd. Part. (1
Cumulative Second Preferred Convertible									Common Stock	17,065.00		625.00	I	(2) by Spouse
Cumulative Second Preferred Convertible		02/14/01	C			367.00			Common Stock	10,020.57			I	by Wholly-Owned Corp
Cumulative Second Preferred Convertible		02/26/01	C			109.00			Common Stock	2,976.14		49,011.00	I	by Wholly-Owned Corp
Cumulative Second Preferred Convertible									Common Stock	54.61		2.00	I	Co-ttee for Children (2
Costless Collar		(3) 02/08/01	J(4)		(5) 50,000.00		12/01/03	12/01/03	Common Stock	50,000.00			I	by Wholly-Owned Corp
Costless Collar		(3) 02/14/01	J(4)		(6) 100,000.00		12/01/03	12/01/03	Common Stock	100,000.00		150,000.00	I	by Wholly-Owned Corp

Explanation of Responses.

(1) 401(k) plan uses unit accounting system which assumes that the Enron Corp. stock fund is fully invested in shares of Enron Corp. Common Stock (notwithstanding that the fund may hold some uninvested cash or shares of Enron Corp. Cumulative Second Preferred Convertible Stock of which each share is presently convertible into 27.304 shares of Common Stock). Reporting person is entitled to a distribution of the entire amount in shares of Enron Corp. Common Stock.

(2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) The price of the underlying Common Stock on the transaction date of February 8, 2001 and February 14, 2001 was $80.00.

(4) If the average of last sale price of Common Stock during a specified period immediately preceding the termination date (the "Relevant Rate") is less than the floor price, counterparty to the transaction will pay Robert Belfer the difference between the Relevant Rate and floor price multiplied by amount of shares. If the Relevant Rate exceeds the ceiling, Robert Belfer will pay counterparty the difference between the Relevant Rate and ceiling multiplied by amount of shares.

(5) Floor - $56.80; ceiling - $153.35.

(6) Floor - $56.66; ceiling - $152.99

** 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

Robert Belfer
**Signature of Reporting Person

3/6/01
Date

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*

BELFER ROBERT A
(Last) (First) (Middle)

767 FIFTH AVENUE, 46TH FLOOR
(Street)

NEW YORK NY 10153
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol: ENRON CORP. (ENE)

3. IRS or Social Security Number of Reporting Person (Voluntary): 112-32-1303

4. Statement for Month/Year: September 1999

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director — X 10% Owner
___ Officer (give title below) — ___ Other (specify below)
10% OWNER OF $10.50 PREFERRED

7. Individual or Joint/Group Filing (Check Applicable)
X 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

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 End of Month (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	05/10/99	A	V	280.00	A	$0.00		D	
Common Stock	06/14/99	G	V	3,000.00	D	$0.00		D	
Common Stock	06/15/99	G	V	3,000.00	D	$0.00	2,526,220.00	D	
Common Stock							23,461.12	I	by 401(k) Plan (1)
Common Stock							12,360.00	I	(2) by Spouse
Common Stock							26,496.00	I	Trustee for Wife (2)
Common Stock							6.96	I	by Wholly-Owned Corp

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (7-96)

06/20/02 10:51 FAX 212 345 464 NERA 003

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				
Cumulative Second Preferred Convertible		09/02/99	S(3)			13,185.00			Common Stock	360,003.24	$1,166.39	171,218.00	D	
ulative Second Preferred Convertible									Common Stock	92,014.48		3,370.00	I	Trustee for Wife (2)
Cumulative Second Preferred Convertible									Common Stock	17,065.00		625.00	I	(2) by Spouse
Cumulative Second Preferred Convertible									Common Stock	11,658.81		427.00	I	Co-ttee for Children (2)
Cumulative Second Preferred Convertible									Common Stock	1,351,193.05		49,487.00	I	by Wholly-Owned Corp
Employee Non-Qualified Stock Option (right to buy)	$75.19	05/10/99	A	V	4,120.00		(4)	05/10/09	Common Stock	4,120.00		8,240.00	D	

Explanation of Responses:

(1) 401(k) plan uses unit accounting system which assumes that the Enron Corp. stock fund is fully invested in shares of Enron Corp. Common Stock (notwithstanding that the fund may hold some uninvested cash or shares of Enron Corp. Cumulative Second Preferred Convertible Stock of which each share is presently convertible into 13.652 shares of Common Stock). Reporting person is entitled to a distribution of the entire amount in shares of Enron Corp. Common Stock.

(2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the benefical owner of such securites for purposes of Section 16 or for any other purpose.

(3) Transferred to Investment Partnership.

(4) The option becomes exercisable in 20 percent increments on grant date and on each of the next four anniversary dates.

- On August 13, 1999, the common stock of Enron Corp. split 2-for-1. The number of shares owned and the number of any options held at the end of the month have been increased to reflect this stock split. All pre-split option prices previously reported in Table II, have been adjusted downward by one half to reflect the effect of the stock split.

** 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 the currently valid OMB Number.

[signature] **Signature of Reporting Person

10/6/99 Date

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*

BELFER ROBERT A

(Last) (First) (Middle)

767 FIFTH AVENUE, 46TH FLOOR

(Street)

NEW YORK NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ENRON CORP. (ENE)

3. IRS or Social Security Number of Reporting Person (Voluntary)

112-32-1303

4. Statement for Month/Year

November 1999

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

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

X Director — X 10% Owner

___ Officer (give title below) — ___ Other (specify below)

10% OWNER OF $10.50 PREFERRED

7. Individual or Joint/Group Filing (Check Applicable)

X 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

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 End of Month (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	11/04/99	C		100,014.55	A	$0.00		D	
Common Stock	11/04/99	S		57,000.00	D	$39.70		D	
Common Stock	11/08/99	S		25,800.00	D	$38.34		D	
Common Stock	11/09/99	S		17,200.00	D	$38.90		D	
Common Stock	11/11/99	C		50,020.93	A	$0.00		D	
Common Stock	11/11/99	S		50,000.00	D	$41.90		D	
Common Stock	11/11/99	G	V	35.48	D	$0.00	2,526,220.00	D	
Common Stock							23,561.82	I	by 401(k) Plan (1)
Common Stock							12,360.00	I	(2) by Spouse
Common Stock							26,496.00	I	Trustee for Wife (2)

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

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

(Over)

SEC 1474 (7-96)

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				
Cumulative Second Preferred Convertible		11/04/99	C			3,663.00			Common Stock	100,014.55			D	
Cumulative Second Preferred Convertible		11/11/99	C			1,832.00			Common Stock	50,020.93		165,723.00	D	
Cumulative Second Preferred Convertible									Common Stock	92,014.48		3,370.00	I	Trustee for Wife (2)
Cumulative Second Preferred Convertible									Common Stock	17,065.00		625.00	I	(2) by Spouse
Cumulative Second Preferred Convertible		11/05/99	J(3)	V		70.00			Common Stock	1,911.28			I	Co-ttee for Children (2)
Cumulative Second Preferred Convertible		11/22/99	J(3)	V		355.00			Common Stock	9,692.92		2.00	I	Co-ttee for Children (2)
Cumulative Second Preferred Convertible									Common Stock	1,351,193.06		49,487.00	I	by Wholly-Owned Corp

Explanation of Responses:

(1) 401(k) plan uses unit accounting system which assumes that the Enron Corp. stock fund is fully invested in shares of Enron Corp. Common Stock (notwithstanding that the fund may hold some uninvested cash or shares of Enron Corp. Cumulative Second Preferred Convertible Stock of which each share is presently convertible into 27.304 shares of Common Stock). Reporting person is entitled to a distribution of the entire amount in shares of Enron Corp. Common Stock.

(2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the benefical owner of such securites for purposes of Section 16 or for any other purpose.

(3) Trust distrubtion of securitities.

** 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 the currently valid OMB Number.

**Signature of Reporting Person

12/9/99
Date

FORM 4 continued

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

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

(Print or Type Responses)

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BELFER ROBERT A (Last) (First) (Middle) 767 FIFTH AVENUE, 46TH FLOOR (Street) NEW YORK NY 10153 (City) (State) (Zip)	ENRON CORP. (ENE) 3. IRS or Social Security Number of Reporting Person (Voluntary) 4. Statement for Month/Year: November 1999 5. If Amendment, Date of Original (Month/Year)	___ Director ___ 10% Owner ___ Officer (give title below) ___ Other (specify below) 7. Individual or Joint/Group Filing (Check Applicable) ___ 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

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 End of Month (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							6.96	I	by Wholly-Owned Corp
Common Stock	11/11/99	G	V	35.48	A	$0.00	35.48	I	by Family Ltd. Part.

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

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

(Over)
SEC 1474 (7-96)

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				

Explanation of Responses:

** 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 [illegible] valid OMB Number.

**Signature of Reporting Person

12/9/99
Date

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BELFER ROBERT A (Last) (First) (Middle) 767 FIFTH AVENUE, 46TH FLOOR (Street) NEW YORK NY 10153 (City) (State) (Zip)	ENRON CORP. (ENE) 3. IRS or Social Security Number of Reporting Person (Voluntary) 112-32-1303 4. Statement for Month/Year March 2001 5. If Amendment, Date of Original (Month/Year)	X Director; X 10% Owner; ___ Officer (give title below); ___ Other (specify below) 10% OWNER OF CUMULATIVE SECOND PREFERRED CONVERTIBLE STOCK 7. Individual or Joint/Group Filing (Check Applicable) X 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

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 End of Month (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			

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

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

(Over)

SEC 1474 (7-96)

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				
Cumulative Second Preferred Convertible									Common Stock	4,415,684.79		161,723.00	D	
Cumulative Second Preferred Convertible									Common Stock	92,014.48		3,370.00	I	by Wife'. Ltd. Part. (1)
Cumulative Second Preferred Convertible									Common Stock	17,065.00		625.00	I	(1) by Spouse
Cumulative Second Preferred Convertible		03/09/01	S(2)			5,555.00			Common Stock	151,673.72	$1,879.61	43,456.00	I	by Wholly-Owned Corp
Cumulative Second Preferred Convertible									Common Stock	54.61		2.00	I	Co-ttee for Children (1)

Explanation of Responses:

(1) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) Transferred to Exchange Fund.

** 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 the currently valid OMB Number.

**Signature of Reporting Person

4-5-01
Date

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*

BELFER ROBERT A
(Last) (First) (Middle)

767 FIFTH AVENUE, 46TH FLOOR
(Street)

NEW YORK NY 10153
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol: ENRON CORP. (ENE)

3. IRS or Social Security Number of Reporting Person (Voluntary): 112-32-1303

4. Statement for Month/Year: May 2001

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director — X 10% Owner
___ Officer (give title below) — ___ Other (specify below)
10% OWNER OF CUMULATIVE SECOND PREFERRED CONVERTIBLE STOCK

7. Individual or Joint/Group Filing (Check Applicable)
X 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

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 End of Month (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	05/07/01	A	V	460.00	A	$0.00	2,536,089.61	D	
Common Stock							23,753.63	I	by 401(k) Plan (1)
Common Stock							12,360.00	I	(2) by Spouse
Common Stock							26,496.00	I	by Wife's Ltd. Part. (2)
Common Stock							2.96	I	by Wholly-Owned Corp
Common Stock							35.48	I	by Family Ltd. Part. (2)

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

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

(Over)

SEC 1474 (7-96)

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				
Cumulative Second Preferred Convertible		05/23/01	S(3)			1,832.00			Common Stock	50,020.93	$1,511.2	159,891.00	D	
Cumulative Second Preferred Convertible									Common Stock	92,014.48		3,370.00	I	by Wife's Ltd. Part.
Cumulative Second Preferred Convertible									Common Stock	17,065.00		625.00	I	(2) by Spouse
Cumulative Second Preferred Convertible									Common Stock	1,186,522.62		43,456.00	I	by Wholly-Owned Corp
Cumulative Second Preferred Convertible									Common Stock	54.61		2.00	I	Co-ttee for Children
Non-Employee Director NQ Stock Option (right to buy)	$58.04	05/07/01	A	V	11,175.00		(4)	05/07/11	Common Stock	11,175.00		11,175.00	D	

Explanation of Responses:

(1) 401(k) plan uses unit accounting system which assumes that the Enron Corp. stock fund is fully invested in shares of Enron Corp. Common Stock (notwithstanding that the fund may hold some uninvested cash or shares of Enron Corp. Cumulative Second Preferred Convertible Stock of which each share is presently convertible into 27.304 shares of Common Stock). Reporting person is entitled to a distribution of the entire amount in shares of Enron Corp. Common Stock.

(2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) Transferred to Exchange Fund.

(4) The option becomes exercisable in 20 percent increments beginning on grant date and on each May 1 thereafter until fully vested.

** 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 the currently valid OMB Number.

**Signature of Reporting Person

6/1/01
Date

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*

BELFER ROBERT A
(Last) (First) (Middle)

767 FIFTH AVENUE, 46TH FLOOR
(Street)

EW YORK NY 10153
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENRON CORP. (ENE)

3. IRS or Social Security Number of Reporting Person (Voluntary)
112-32-1303

4. Statement for Month/Year
July 2001

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director — X 10% Owner
___ Officer (give title below) — ___ Other (specify below)
10% OWNER OF CUMULATIVE SECOND PREFERRED CONVERTIBLE STOCK

7. Individual or Joint/Group Filing (Check Applicable)
X 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

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 End of Month (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			

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

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

(Over)
SEC 1474 (7-96)

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				
Cumulative Second Preferred Convertible		07/27/01	S(1)			3,663.00			Common Stock	100,014.55	$1,258.71	156,228.00	D	
Cumulative Second Preferred Convertible									Common Stock	92,014.48		3,370.00	I	by Wife Ltd. Part. (2)
Cumulative Second Preferred Convertible									Common Stock	17,065.00		625.00	I	(2) by Spouse
Cumulative Second Preferred Convertible									Common Stock	1,186,522.62		43,456.00	I	by Wholly-Owned Corp
Cumulative Second Preferred Convertible									Common Stock	54.61		2.00	I	Co-ttee for Children (2)

Explanation of Responses:

(1) Transferred to Exchange Fund.

(2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

** 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 the currently valid OMB Number.

**Signature of Reporting Person

8/2/01
Date

FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	September 30, 1998
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BELFER ROBERT A (Last) (First) (Middle)	ENRON CORP. (ENE)	X Director; X 10% Owner; ___ Officer (give title below); ___ Other (specify below)
767 FIFTH AVENUE, 46TH FLOOR (Street)	3. IRS or Social Security Number of Reporting Person (Voluntary) 112-32-1303	10% OWNER OF CUMULATIVE SECOND PREFERRED CONVERTIBLE STOCK
NEW YORK NY 10153 (City) (State) (Zip)	4. Statement for Month/Year September 2001	7. Individual or Joint/Group Filing (Check Applicable) X Form filed by One Reporting Person; ___ Form filed by More than One Reporting Person
	5. If Amendment, Date of Original (Month/Year)	

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

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 End of Month (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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (7-96)

FORM 4 (continued)

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 Month (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	Title	Amount or Number of Shares				
Cumulative Second Preferred Convertible		09/21/01	S(1)			4,000.00			Common Stock	105,216.00	$772.70	152,228.00	D	
Cumulative Second Preferred Convertible									Common Stock	92,014.48		3,370.00	I	by Wife's Ltd. Part. (2)
Cumulative Second Preferred Convertible									Common Stock	17,865.00		625.00	I	(2) by Spouse
Cumulative Second Preferred Convertible									Common Stock	1,186,512.63		41,456.00	I	by Wholly-Owned Corp
Cumulative Second Preferred Convertible									Common Stock	54.61		2.00	I	Co-ttee for Children (2)

Explanation of Responses:

(1) Transferred to Exchange Fund.

(2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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**Signature of Reporting Person

10-9-01
Date