

Edgar Filing: DELL COMPUTER CORP - Form 5

DELL COMPUTER CORP

Form 5

March 18, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

( ) Form 3 Holdings Reported

( ) Form 4 Transactions Reported

1. Name and Address of Reporting Person

Michael S. Dell  
 One Dell Way  
 TX, Round Rock 78682

2. Issuer Name and Ticker or Trading Symbol

Dell Computer Corporation (DELL)

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

4. Statement for Month/Year

1/2002

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

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

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

Chairman of the Board, Chief Executive Officer

7. Individual or Joint/Group Reporting (Check Applicable Line)

(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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year
Common Stock				300502432
Common Stock				34809112
Common Stock				6080000
Common Stock				98124
Common Stock				2058000
Common Stock				6080000

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion	3. Transaction	4. Derivative Security	5. Number of Derivative Securities	6. Date Exercisable and	7. Title and Amount of Underlying	8. Percentage of
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For Exercise of Derivative Securities	Exercisable On	Date	Code	Securities Acquired or Disposed of (A or D)	Amount	Expiration Date (Month/Day/Year)	Securities Title and Number of Shares	Value	Other
Nonqualified Stock Options		\$4.633				3/5/2007	Common Stock		
Nonqualified Stock Options		\$9.26				7/18/2007	Common Stock		
Nonqualified Stock Options		\$16.672				3/5/2008	Common Stock		
Nonqualified Stock Option		\$21.72	A	307285	A	7/3/2011	Common Stock	307285	N/A
Nonqualified Stock Option		\$24.09	A	500000	A	8/6/2011	Common Stock	500000	N/A
Nonqualified Stock Options		\$22.94	A	500000	A	9/2/2011	Common Stock	500000	N/A
Nonqualified Stock Options		\$28.899				10/7/2008	Common Stock		
Nonqualified Stock Option		\$37.5938				11/8/2010	Common Stock		
Nonqualified Stock Options		\$37.5938				12/8/2010	Common Stock		
Nonqualified Stock Options		\$43.438				13/3/2010	Common Stock		
Nonqualified Stock Options		\$44.6875				14/9/2009	Common Stock		
Nonqualified Stock Options		\$45.90				15/3/2010	Common Stock		

Explanation of Responses:

- Owned through a separate property trust.
- Pursuant to Rule 16a-1 promulgated under the Securities Act of 1934, Michael Dell declares that the filing of this Form 4 shall not be construed as an admission that he is the beneficial owner of these shares of common stock.
- Exercisable on 3/5/2002.
- Exercisable in accordance with the following schedule: 960,000 shares on 7/18 of 2001 and 2002.
- Options are held by trusts of which the reporting person or his spouse is the trustee for the benefit of their children.
- Exercisable in accordance with the following schedule: 1,600,000 shares on 3/5 of each year from 2001 through 2003.
- Exercisable in accordance with the following schedule: 153,642 shares on 3/23/2002 and 153,643 shares on 3/23/2003.
- Exercisable in accordance with the following schedule: 100,000 shares on

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6/18 of each year from 2002 through 2006.

9. Exercisable in accordance with the following schedule: 100,000 shares on 2/12 of each year from 2002 through 2006.

10. Exercisable in accordance with the following schedule: 960,000 shares on 7/17 of each year from 2001 through 2005.

11. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2003 through 2007.

12. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2001 through 2005.

13. Exercisable in accordance with the following schedule: 180,000 shares on 3/2 of each year from 2001 through 2005.

14. Exercisable according to the following schedule: 161,119 shares on 9/23 of each year from 2000 through 2004.

15. Exercisable in accordance with the following schedule: 36,388 shares on 3/24/2001, 36,389 shares on 3/24/2002 and 72,778 shares on 3/24/2003.