

Edgar Filing: DELL COMPUTER CORP - Form 5

DELL COMPUTER CORP
 Form 5
 March 09, 2001

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

Fiscal Year 2001

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)		5. Amount of Securities Beneficially Owned at End of Year
			Amount	A/D Price	
Common Stock					309070469
Common Stock					37809112
Common Stock					6080000
Common Stock					98547
Common Stock					2058000
Common Stock					6080000

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

1. Title of Derivative	2. Contract	3.	4.	5. Number of Derivatives	6. Date Exercised	7. Title and Amount	8. Price
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Security	Version	Transaction Date	Code	Derivative Securities Acquired (A) or Disposed of (D)	Amount	Exercisable and Expiration Date (Month/Day/Year)	Underlying Securities	Title and Number of Shares
Nonqualified Stock Options	\$1.446					3 7/11/06	Common Stock	
Nonqualified Stock Options	\$1.809					4 8/9/06	Common Stock	
Nonqualified Stock Options	\$4.633					5 3/5/07	Common Stock	
Nonqualified Stock Options	\$9.26					6 7/18/07	Common Stock	
Nonqualified Stock Options	\$16.672					8 3/5/08	Common Stock	
Nonqualified Stock Options	\$28.899					9 7/17/08	Common Stock	
Nonqualified Stock Options	\$37.5938	8/22/2000	A	175000	A	10 8/22/2010	Common Stock	175000 N/A
Nonqualified Stock Options	\$37.5938	8/22/2000	A	175000	A	11 8/22/2010	Common Stock	175000 N/A
Nonqualified Stock Options	\$43.438	3/2/2000	A	900000	A	12 3/02/10	Common Stock	900000 N/A
Nonqualified Stock Options	\$45.90	3/24/2000	A	145555	A	13 3/24/10	Common Stock	145555 N/A
Nonqualified Stock Options	\$44.6875					14 9/23/09	Common Stock	

Explanation of Responses:

1. Owned through a separate property trust.
2. Pursuant to Rule 16a-1 promulgated under the Securities Act of 1934, Michael Dell declares that the filing of this Form 5 shall not be construed as an admission that he is the beneficial owner of these shares of common stock.
3. Exercisable on 7/11/2001.
4. Exercisable on 8/9/2001.
5. Exercisable in accordance with the following schedule: 1,600,000 shares on 3/5 of each year from 2001 through 2002.
6. Exercisable in accordance with the following schedule: 960,000 shares on 7/18 of 2001 and 2002.
7. Options are held by trusts of which the reporting person or his spouse is the trustee for the benefit of their children.
8. Exercisable in accordance with the following schedule: 1,600,000 shares on 3/5 of each year from 2001 through 2003.
9. Exercisable in accordance with the following schedule: 960,000 shares on 7/17 of each year from 2001 through 2005.

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10. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2003 through 2007.
11. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2001 through 2005.
12. Exercisable in accordance with the following schedule: 180,000 shares on 3/2 of each year from 2001 through 2005.
13. 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.
14. Exercisable according to the following schedule: 161,119 shares on 9/23 of each year from 2000 through 2004.