

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

James T. Vanderslice

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)

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

Vice Chairman

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				724800 1
Common Stock				431

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Percentage of Total Ownership
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Nonqualified Stock Options	\$21.72	3/23/2001	A	205696	A	2	3/23/2011	Common Stock	205696	N/A
Nonqualified Stock Options	\$24.09	6/18/2001	A	2500000	A	3	6/18/2011	Common Stock	2500000	\$24
Nonqualified Stock Options	\$22.94	2/12/2001	A	350000	A	4	2/12/2011	Common Stock	350000	N/A
Nonqualified Stock Options	\$37.5938					5	8/22/2010	Common Stock		
Nonqualified Stock Options	\$37.5938					6	8/22/2010	Common Stock		
Nonqualified Stock Options	\$43.438					7	3/02/2010	Common Stock		
Nonqualified Stock Options	\$41.41					8	12/13/2009	Common Stock		

Explanation of Responses:

1. Represents 424,800 shares held free of restrictions and 300,000 shares of restricted stock scheduled to vest on 12/13/2002.
2. Exercisable in accordance with the following schedule: 102,848 shares on 3/23/2002 and 3/23/2003.
3. Exercisable in accordance with the following schedule: 500,000 shares on 6/18 of each year from 2002 through 2006.
4. Exercisable in accordance with the following schedule: 70,000 shares on 2/12 of each year from 2002 through 2006.
5. Exercisable according to the following schedule: 50,000 shares on 8/22 of each year from 2003 through 2007.
6. Exercisable according to the following schedule: 50,000 shares on 8/22 of each year from 2001 through 2005.
7. Exercisable according to the following schedule: 150,000 shares on 3/2 of each year from 2001 through 2005.
8. Exercisable according to the following schedule: 300,000 shares on 12/13 of each year from 2000 through 2004.