

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

November 06, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Joseph A. Marengi
 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
 11/4/2002
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)
 Senior Vice President, Americas
7. Individual or Joint/Group Filing (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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	11/4/2002	M	40000	A \$22.94
Common Stock	11/4/2002	S	32888	D \$30.01
Common Stock	11/4/2002	S	6812	D \$30.0101
Common Stock	11/4/2002	S	300	D \$30.00 91200 2

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

1. Title of Derivative Security	2. Conversion or Exercise Date	3. Transaction Code	4. Transaction Date	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day)	7. Title and Amount of Underlying Securities	8. Percentage of Total Underlying Securities
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	Price of			posed of (D)	Day/Year)				Title and Number	
	Deriva-				Date Expir				of Shares	
	tive				A/ Exer- ation					
	Secu-				D cisa- Date					
	ity	Date	Code V	Amount	ble					
Nonqualified Stock Options	\$25.45				3	9/5/2012		Common Stock		
Nonqualified Stock Options	\$27.64				4	3/7/2012		Common Stock		
Nonqualified Stock Options	\$22.94	11/4/2002	M	40000	D	5	2/12/2011	Common Stock	40000	N/A
Nonqualified Stock Option	\$24.09				6	6/18/2011		Common Stock		
Nonqualified Stock Options	\$22.10				7	9/6/2011		Common Stock		
Nonqualified Stock Options	\$28.899				8	7/17/2008		Common Stock		
Nonqualified Stock Option	\$37.5938				9	8/22/2010		Common Stock		
Nonqualified Stock Options	\$30.43				10	3/26/2009		Common Stock		
Nonqualified Stock Options	\$37.5938				11	8/22/2010		Common Stock		
Nonqualified Stock Options	\$43.438				12	3/02/2010		Common Stock		
Nonqualified Stock Options	\$44.6875				13	9/23/2009		Common Stock		

Explanation of Responses:

1. This sale was executed pursuant to an irrevocable instruction to sell a specified number of shares at a specified price entered on 3/8/02.
2. Represents 91,200 shares of restricted stock scheduled to vest in accordance with the following schedule: 45,760 shares on 7/1/03 and 45,440 shares on 7/1/04.
3. Exercisable in accordance with the following schedule: 40,000 shares on 9/5 of each year from 2003 through 2007.
4. Exercisable in accordance with the following schedule: 40,000 shares on 3/7 of each year from 2003 through 2007.
5. Exercisable in accordance with the following schedule: 40,000 shares on 2/12 of each year from 2003 through 2006.
6. Exercisable in accordance with the following schedule: 200,000 shares on 6/18 of each year from 2002 through 2006.
7. Exercisable in accordance with the following schedule: 40,000 shares on 9/6 of each year from 2002 through 2006.
8. Exercisable in accordance with the following schedule: 17,304 shares on 7/17 of each year from 2001 through 2005.
9. Exercisable in accordance with the following schedule: 20,000 shares on

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8/22 of each year from 2003 through 2007.

10. Currently exercisable.

11. Exercisable in accordance with the following schedule: 20,000 shares on 8/22 of each year from 2001 through 2005.

12. Exercisable in accordance with the following schedule: 35,000 shares on 3/2 of each year from 2001 through 2005.

13. Exercisable according to the following schedule: 17,902 shares on 9/23 of each year from 2000 through 2004.