

Edgar Filing: DELL COMPUTER CORP - Form 5

DELL COMPUTER CORP  
 Form 5  
 March 06, 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

James M. Schneider  
 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)

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

Senior Vice President, Chief Financial 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				700809 1
Common Stock				2895

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. Put or Call or Other Feature of Underlying Securities
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Nonqualified Stock Options	\$2.481					2	9/16/06	Common Stock		
Nonqualified Stock Options	\$3.335					3	3/21/07	Common Stock		
Nonqualified Stock Options	\$9.26					4	7/18/07	Common Stock		
Nonqualified Stock Options	\$12.738					3	3/20/08	Common Stock		
Nonqualified Stock Options	\$28.899					5	7/17/08	Common Stock		
Nonqualified Stock Options	\$37.5938	8/22/2000	A	100000	A	6	8/22/2010	Common Stock	100000	N/A
Nonqualified Stock Options	\$37.5938	8/22/2000	A	100000	A	7	8/22/2010	Common Stock	100000	N/A
Nonqualified Stock Options	\$30.43					8	3/26/09	Common Stock		
Nonqualified Stock Options	\$43.438	3/2/2000	A	400000	A	9	3/02/10	Common Stock	400000	N/A
Nonqualified Stock Options	\$45.90	3/24/2000	A	16339	A	10	3/24/10	Common Stock	16339	N/A
Nonqualified Stock Options	\$44.6875					11	9/23/09	Common Stock		

Explanation of Responses:

1. Represents 243,689 shares held free of restrictions and 457,120 shares of restricted stock scheduled to vest in accordance with the following schedule: 228,576 shares on 9/16/01 and 228,544 on 3/16/02.
2. Exercisable in accordance with the following schedule: 280,000 shares are currently exercisable and 1,040,000 shares on 9/16/2001.
3. Currently exercisable.
4. Exercisable in accordance with the following schedule: 32,000 shares on 7/18 of each year from 2000 through 2002.
5. Exercisable in accordance with the following schedule: 13,844 shares on 7/17 of each year from 2003 through 2007.
6. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2007.
7. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2001 through 2005.
8. Exercisable according to the following schedule: 8,467 shares on 3/26/00, 8,468 shares on 3/26/01 and 16,935 shares on 3/26/02.
9. Exercisable according to the following schedule: 80,000 shares on 3/2 of each year from 2001 through 2005.
10. Exercisable according to the following schedule: 4,084 shares on 3/24/2001, 4,085 shares on 3/24/2002 and 8,170 shares on 3/24/2003.
11. Exercisable according to the following schedule: 15,664 shares on 9/23 of each year from 2000 through 2004.