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AMELIO WILLIAM J

Form 4

March 14, 2003

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
 William J. Amelio
 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/Day/Year
 3/12/2003
5. If Amendment, Date of Original (Month/Day/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
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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock	3/12/ 2003	3/12/ 2003	F	8591.000	D	25.575	
Common Stock	3/12/ 2003	3/12/ 2003	F	30035.000	D	25.575	
Common Stock	3/13/ 2003	3/13/ 2003	S	15000.000	D	26.430	
Common Stock	3/13/ 2003	3/13/ 2003	S	10000.000	D	26.400	
Common Stock	3/13/ 2003	3/13/ 2003	S	10000.000	D	26.350	
Common Stock	3/13/ 2003	3/13/ 2003	S	10000.000	D	26.300	
Common Stock	3/13/ 2003	3/13/ 2003	S	10000.000	D	26.280	

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Common Stock	3/13/2003	3/13/2003	S		10000.000	D	26.250	
Common Stock 1	3/13/2003	3/13/2003	S		4091.000	D	26.200	269141.000

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 (Month/Day/Year)	3A. Deemed Executed (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total
							Title and Number of Shares	

Explanation of Responses:

1. Represents 87,048 shares and 182,093 shares of restricted stock scheduled to vest as follows: 96,443 shares on 3/12/2004, 21,450 shares on 3/12 of 2005, 2006 and 2007 and 21,300 shares on 3/12/2008.

SIGNATURE OF REPORTING PERSON
 William J. Amelio
 Thomas H. Welch, Jr., Attorney-in-Fact