

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) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Year
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 or Derivative	3. Code	4. Securities Acquired (A) or Disposed of (D)	5. Number of Derivatives	6. Date Exercised	7. Title and Amount	8. Price
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Security	Version	Transaction	Derivative	Secu	Exercisable and	of Underlying	of
	or Exer	Date	Code	rities Acqui	Expiration	Securities	vat
	cise Pr			red(A) or Dis	Date (Month/		Sec
	ice of			posed of (D)	Day/Year)		rit
	Deriva				Date Expir		
	tive				A/ Exer- ation	Title and Number	
	Secu				D cisa- Date	of Shares	
	rity			Amount	ble		
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
Nonqualified Stock Options	\$37.5938	8/22/2000	A	175000	A 11	8/22/2010	Common Stock 175000
Nonqualified Stock Options	\$43.438	3/2/2000	A	900000	A 12	3/02/10	Common Stock 900000
Nonqualified Stock Options	\$45.90	3/24/2000	A	145555	A 13	3/24/10	Common Stock 145555
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.