

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

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

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)

Senior Vice President, Americas

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)	5. Amount of Securities Beneficially Owned at End of Year
			Amount	Price
Common Stock				136960
Common Stock	3/5/2001	S	893	\$23.4375

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature
				Amount	Expiration Date	Title and Number of Shares	

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Nonqualified Stock Options	\$7.22					2	7/1/2007	Common Stock		
Nonqualified Stock Options	\$24.09	6/18/2001	A	1000000	A	3	6/18/2011	Common Stock	1000000	N/A
Nonqualified Stock Options	\$22.94	2/12/2001	A	200000	A	4	2/12/2011	Common Stock	200000	N/A
Nonqualified Stock Options	\$22.10	9/6/2001	A	200000	A	5	9/6/2011	Common Stock	200000	N/A
Nonqualified Stock Options	\$28.899					6	7/17/2008	Common Stock		
Nonqualified Stock Options	\$37.5938					7	8/22/2010	Common Stock		
Nonqualified Stock Options	\$30.43					8	3/26/2009	Common Stock		
Nonqualified Stock Options	\$37.5938					9	8/22/2010	Common Stock		
Nonqualified Stock Options	\$43.438					10	3/02/2010	Common Stock		
Nonqualified Stock Options	\$44.6875					11	9/23/2009	Common Stock		

Explanation of Responses:

1. Represents 136,960 shares of restricted stock scheduled to vest in accordance with the following schedule: 45,760 shares on 7/1 of each year on 2002 and 2003 and 45,440 shares on 7/1/04.
2. Exercisable on 7/1/2002.
3. Exercisable in accordance with the following schedule: 200,000 shares on 6/18 of each year from 2002 through 2006.
4. Exercisable in accordance with the following schedule: 40,000 shares on 2/12 of each year from 2002 through 2006.
5. Exercisable in accordance with the following schedule: 40,000 shares on 9/6 of each year from 2002 through 2006.
6. Exercisable in accordance with the following schedule: 17,304 shares on 7/17 of each year from 2001 through 2005.
7. Exercisable in accordance with the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2007.
8. Exercisable according to the following schedule: 20,812 shares on 3/26/00 and 3/26/01 and 41,624 shares on 3/26/02.
9. Exercisable in accordance with the following schedule: 20,000 shares on 8/22 of each year from 2001 through 2005.
10. Exercisable in accordance with the following schedule: 35,000 shares on 3/2 of each year from 2001 through 2005.
11. Exercisable according to the following schedule: 17,902 shares on 9/23 of each year from 2000 through 2004.