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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

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

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, 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				245588 1
Common Stock				3417

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	9/16/2006	Common Stock		
Nonqualified Stock Options	\$3.335					2	3/21/2007	Common Stock		
Nonqualified Stock Options	\$9.26					3	7/18/2007	Common Stock		
Nonqualified Stock Options	\$12.738					2	3/20/2008	Common Stock		
Nonqualified Stock Options	\$22.94	2/12/2001	A	100000	A	4	2/12/2011	Common Stock	100000	N/A
Nonqualified Stock Options	\$22.10	9/6/2001	A	350000	A	5	9/6/2011	Common Stock	350000	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		
Nonqualified Stock Options	\$45.90					12	3/24/2010	Common Stock		

Explanation of Responses:

1. Represents 17,044 shares held free of restrictions and 228,544 shares of restricted stock scheduled to vest on 3/16/02.
2. Currently exercisable.
3. Exercisable in accordance with the following schedule: 32,000 shares on 7/18 of each year from 2000 through 2002.
4. Exercisable in accordance with the following schedule: 20,000 shares on 2/12 of each year from 2002 through 2006.
5. Exercisable in accordance with the following schedule: 70,000 shares on 9/6 of each year from 2002 through 2006.
6. Exercisable in accordance with the following schedule: 13,844 shares on 7/17 of each year from 2003 through 2007.
7. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2007.
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: 20,000 shares on 8/22 of each year from 2001 through 2005.
10. Exercisable according to the following schedule: 80,000 shares on 3/2 of each year from 2001 through 2005.

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11. Exercisable according to the following schedule: 15,664 shares on 9/23 of each year from 2000 through 2004.
12. 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.