

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

Rosendo G. Parra

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) Amount	5. Amount of Securities Beneficially Owned at End of Year
Common Stock				377509 1
Common Stock				18305

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. Percentage of Total Ownership
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Nonqualified Stock Options	\$1.446					2	7/11/2006	Common Stock		
Nonqualified Stock Options	\$9.26					3	7/18/2007	Common Stock		
Nonqualified Stock Options	\$24.09	6/18/2001	A	1000000	A	4	6/18/2011	Common Stock	1000000	N/A
Nonqualified Stock Options	\$22.94	2/12/2001	A	200000	A	5	2/12/2011	Common Stock	200000	N/A
Nonqualified Stock Options	\$22.10	9/6/2001	A	200000	A	6	9/6/2011	Common Stock	200000	N/A
Nonqualified Stock Options	\$28.899					7	7/17/2008	Common Stock		
Nonqualified Stock Options	\$37.5938					8	8/22/2010	Common Stock		
Nonqualified Stock Options	\$30.43					9	3/26/2009	Common Stock		
Nonqualified Stock Options	\$37.5938					10	8/22/2010	Common Stock		
Nonqualified Stock Options	\$43.438					11	3/02/2010	Common Stock		
Nonqualified Stock Options	\$44.6875					12	9/23/2009	Common Stock		
Nonqualified Stock Options	\$45.90					13	3/24/2010	Common Stock		
Nonqualified Stock Options	\$44.6875					14	9/23/2009	Common Stock		

Explanation of Responses:

1. Represents 332,069 non-restricted shares and 45,440 restricted shares to vest on 7/24/2002.
2. Currently exercisable.
3. Exercisable in accordance with the following schedule: 19,200 shares on 7/18/2001 and 7/18/2002.
4. Exercisable in accordance with the following schedule: 200,000 shares on 6/18 of each year from 2002 through 2006.
5. Exercisable in accordance with the following schedule: 40,000 shares on 2/12 of each year from 2002 through 2006.
6. Exercisable in accordance with the following schedule: 40,000 shares on 9/6 of each year from 2002 through 2006.
7. Exercisable in accordance with the following schedule: 17,304 shares on 7/17 of each year from 2002 through 2006.
8. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2007.
9. Exercisable according to the following schedule: 15,083 shares on 3/26/00 and 3/26/01 and 30,166 shares on 3/26/02.
10. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2001 through 2005

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11. Exercisable according to the following schedule: 70,000 shares on 3/2 of each year from 2001 through 2005
12. Exercisable according to the following schedule: 17,905 shares on 9/23/02, 17,900 shares on 9/23/03 and 17,901 shares on 9/23/04.
13. Exercisable according to the following schedule: 8,169 shares on 3/24/01, 8,170 shares on 3/24/2002 and 16,340 shares on 3/24/2003.
14. Exercisable according to the following schedule: 17,902 shares on 9/23/00 and 9/23/01.