

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

March 10, 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

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/Day/Year

3/6/2003

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, Chief Financial Officer

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 V	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock							21473.000
Common Stock							3610.000

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action (Month/ Day/ Year)	3A. Deemed Execu- tion (Month/ Day/ Year)	4. Trans- action Code	5. Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of (D) Amount V	6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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Nonqualified Stock Options	\$2.481							1	9/16/2006	Common Stock	
Nonqualified Stock Options	\$25.45							2	9/5/2012	Common Stock	
Nonqualified Stock Options	\$27.64							3	3/7/2012	Common Stock	
Nonqualified Stock Options	\$3.335							1	3/21/2007	Common Stock	
Nonqualified Stock Options	\$9.26							1	7/18/2007	Common Stock	
Nonqualified Stock Options	\$12.738							1	3/20/2008	Common Stock	
Nonqualified Stock Options	\$26.185	3/6/2003	3/6/2003	A		500000.000	A	4	3/6/2013	Common Stock	500000.000
Nonqualified Stock Options	\$22.10							5	9/6/2011	Common Stock	
Nonqualified Stock Options	\$22.94							6	2/12/2011	Common Stock	
Nonqualified Stock Options	\$28.899							7	7/17/2008	Common Stock	
Nonqualified Stock Option	\$37.5938							8	8/22/2010	Common Stock	
Nonqualified Stock Options	\$30.43							1	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. Currently exercisable.
2. Exercisable in accordance with the following schedule: 40,000 shares on 9/5 of each year from 2003 through 2007.
3. Exercisable in accordance with the following schedule: 40,000 shares on 3/7 of each year from 2003 through 2007.
4. Exercisable according to the following schedule: 100,000 shares on 3/6 of each year from 2004 through 2008.
5. Exercisable in accordance with the following schedule: 70,000 shares on 9/6 of each year from 2002 through 2006.

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6. Exercisable in accordance with the following schedule: 20,000 shares on 2/12 of each year from 2002 through 2006.
7. Exercisable in accordance with the following schedule: 13,844 shares on 7/17 of each year from 2003 through 2007.
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: 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.
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.

SIGNATURE OF REPORTING PERSON

James M. Schneider

Thomas H. Welch, Jr., Attorney-in-Fact

DATE

3/10/2003