

Edgar Filing: DELL COMPUTER CORP - Form 5

DELL COMPUTER CORP
 Form 5
 March 14, 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

William H. Gray, III

One Dell Way

TX, Round Rock 78660

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)

(X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)

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 A/D Price
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Common Stock				1000
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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 A/Exercise Date	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 Option	\$28.24	7/19/01	A	24080	A 1	7/19/01 Common Stock	24080	N/A
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ns		2001				2011		
Nonqualified Stock Optio	\$31.3125				2	11/2	Common Stock	
ns						2010		

Explanation of Responses:

1. Exercisable in accordance with the following schedule: 4,816 shares on 7/19 of each year from 2002 through 2006.
2. Exercisable in accordance with the following schedule: 16,287 shares on 11/2 of 2001 and 2003 and 16,288 on 11/2 of 2002, 2004 and 2005.