

Edgar Filing: DELL COMPUTER CORP - Form 5

DELL COMPUTER CORP
 Form 5
 March 10, 2003

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

Michael S. Dell

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

1/2003

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)

Chairman of the Board, Chief Executive 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. Trans- action Date | 2A. Exec- ution Date | 3. Trans- action Code | 4. Securities Acquired (A) or Disposed of (D) Amount | A/ D | Price | 5. Amount of Securities Beneficially Owned at End of Year |
|----------------------|-----------------------------|----------------------------|-----------------------------|--|---------|-------|---|
| Common Stock | | | | | | | 296316172.000 |
| Common Stock | | | | | | | 33449112.000 |
| Common Stock | | | | | | | 1600000.000 |
| Common Stock | | | | | | | 97300.000 |
| Common Stock | | | | | | | 2058000.000 |
| Common Stock | | | | | | | 6080000.000 |

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

| 1. Title of Derivative | 2. Con- version | 3. Trans- action | 3A. Deemed | 4. Trans- action | 5. Number of De rivative Secu | 6. Date Exer cisable and | 7. Title and Amount of Underlying | 8. P of |
|---------------------------|--------------------|---------------------|------------|---------------------|----------------------------------|-----------------------------|--------------------------------------|------------|
|---------------------------|--------------------|---------------------|------------|---------------------|----------------------------------|-----------------------------|--------------------------------------|------------|

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| Security | Exercise Price | Expiration Date (Month/Day/Year) | Code | Acquired | Disposed | Amount | Expiration Date (Month/Day/Year) | Securities | Title and Number of Shares |
|----------------------------|----------------|----------------------------------|------|----------|----------|------------|----------------------------------|--------------|----------------------------|
| Nonqualified Stock Options | \$27.64 | 3/7/2002 - 3/7/2007 | A | | | 500000.000 | 3/7/2012 | Common Stock | 500000.000 |
| Nonqualified Stock Options | \$21.388 | 3/22/2002 - 3/22/2007 | A | | | 64940.000 | 3/22/2012 | Common Stock | 64940.000 |
| Nonqualified Stock Options | \$4.633 | | | | | | 3/5/2007 | Common Stock | |
| Nonqualified Stock Options | \$9.26 | | | | | | 7/18/2007 | Common Stock | |
| Nonqualified Stock Options | \$16.672 | | | | | | 3/5/2008 | Common Stock | |
| Nonqualified Stock Option | \$21.72 | | | | | | 3/23/2011 | Common Stock | |
| Nonqualified Stock Option | \$24.09 | | | | | | 6/18/2011 | Common Stock | |
| Nonqualified Stock Options | \$22.94 | | | | | | 2/12/2011 | Common Stock | |
| Nonqualified Stock Options | \$28.899 | | | | | | 7/17/2008 | Common Stock | |
| Nonqualified Stock Option | \$37.5938 | | | | | | 8/22/2010 | Common Stock | |
| Nonqualified Stock Options | \$37.5938 | | | | | | 8/22/2010 | Common Stock | |
| Nonqualified Stock Options | \$43.438 | | | | | | 3/02/2010 | Common Stock | |
| Nonqualified Stock Options | \$44.6875 | | | | | | 9/23/2009 | Common Stock | |
| Nonqualified Stock Options | \$45.90 | | | | | | 3/24/2010 | Common Stock | |

Explanation of Responses:

1. Owned through a separate property trust.
2. Pursuant to Rule 16a-1 promulgated under the Securities Act of 1934, Michael Dell declares that the filing of this Form 4 shall not be construed as an admission that he is the beneficial owner of these shares of common stock.
3. Exercisable in accordance with the following schedule: 100,000 shares on 3/7 of each year from 2003 through 2007.
4. Exercisable in accordance with the following schedule: 32,470 shares on

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3/22 of 2003 and 2004.

5. Exercisable on 3/5/2002.

6. Exercisable in accordance with the following schedule: 960,000 shares on 7/18 of 2001 and 2002.

7. Options are held by trusts of which the reporting person or his spouse is the trustee for the benefit of their children.

8. Exercisable in accordance with the following schedule: 1,600,000 shares on 3/5 of each year from 2001 through 2003.

9. Exercisable in accordance with the following schedule: 153,642 shares on 3/23/2002 and 153,643 shares on 3/23/2003.

10. Exercisable in accordance with the following schedule: 100,000 shares on 6/18 of each year from 2002 through 2006.

11. Exercisable in accordance with the following schedule: 100,000 shares on 2/12 of each year from 2002 through 2006.

12. Exercisable in accordance with the following schedule: 960,000 shares on 7/17 of each year from 2001 through 2005.

13. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2003 through 2007.

14. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2001 through 2005.

15. Exercisable in accordance with the following schedule: 180,000 shares on 3/2 of each year from 2001 through 2005.

16. Exercisable according to the following schedule: 161,119 shares on 9/23 of each year from 2000 through 2004.

17. Exercisable in accordance with the following schedule: 36,388 shares on 3/24/2001, 36,389 shares on 3/24/2002 and 72,778 shares on 3/24/2003.

SIGNATURE OF REPORTING PERSON

Michael S. Dell

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