

Edgar Filing: DELL COMPUTER CORP - Form 5

DELL COMPUTER CORP  
 Form 5  
 March 06, 2001

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

Frank Muehleman  
 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

Fiscal Year 2001

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)

Vice President and co-General Manager, Worldwide Home and Small Business

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)			5. Amount of Securities Beneficially Owned at End of Year
			Amount	A/D	Price	
Common Stock	8/22/2000	A	50000	1	A N/A	51169
Common Stock						412

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned

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	Price	Exercisable	Amount	Exercisable	Exercisable	Exercisable	Exercisable	Exercisable	Exercisable	Exercisable	Exercisable	Exercisable
Nonqualified Stock Options	\$29.5313			2	9/14/08	Common Stock						
Nonqualified Stock Options	\$37.5938	8/22/2000	100000	3	8/22/2010	Common Stock	100000	N/A				
Nonqualified Stock Options	\$37.5938	8/22/2000	50000	4	8/22/2010	Common Stock	50000	N/A				
Nonqualified Stock Options	\$43.438	3/2/2000	350000	5	3/02/10	Common Stock	350000	N/A				
Nonqualified Stock Options	\$45.90	3/24/2000	4357	6	3/24/10	Common Stock	4357	N/A				
Nonqualified Stock Options	\$47.9063	5/4/2000	100000	7	5/4/10	Common Stock	100000	N/A				
Nonqualified Stock Options	\$41.00			8	8/12/09	Common Stock						
Nonqualified Stock Options	\$44.6875			9	9/23/09	Common Stock						

Explanation of Responses:

1. Represents 50,000 shares of restricted stock scheduled to vest as follows: 10,000 shares on 8/22 of each year from 2001 through 2005.
2. Exercisable in accordance with the following schedule: 32,000 shares on 9/14 of each year from 1999 through 2003.
3. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2007.
4. Exercisable according to the following schedule: 10,000 shares on 8/22 of each year from 2001 through 2005.
5. Exercisable according to the following schedule: 70,000 shares on 3/2 of each year from 2001 through 2005.
6. Exercisable according to the following schedule: 1,089 shares on 3/24 of 2001 and 2002 and 2,179 shares on 3/24/2003.
7. Exercisable according to the following schedule: 20,000 shares on 5/4 of each year from 2001 through 2005.
8. Exercisable in accordance with the following schedule: 2,912 shares on 8/12 of each year from 1999 through 2004.
9. Exercisable in accordance with the following schedule: 21,636 shares on 9/23 of each year from 2000 through 2004.