

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

March 09, 2001

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

G. Carl Everett, Jr.

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

2/2001

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)

Senior Vice President, Personal Systems Group

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. Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D	Price	
Common Stock	2/26/2001	M	800000	A	\$12.875	
Common Stock	2/26/2001	S	100000	D	\$22.1875	
Common Stock	2/26/2001	S	25000	D	\$22.8125	
Common Stock	2/26/2001	S	200000	D	\$22.00	
Common Stock	2/26/2001	S	75000	D	\$22.375	
Common Stock	2/26/2001	S	25000	D	\$22.25	
Common Stock	2/26/2001	S	25000	D	\$22.3125	

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Common Stock	2/26/2001	S		50000	D	\$22.50		
Common Stock	2/26/2001	S		50000	D	\$22.5625		
Common Stock	2/26/2001	S		25000	D	\$22.4375		
Common Stock	2/26/2001	S		25000	D	\$22.75		
Common Stock	2/26/2001	S		200000	D	\$22.6875	58134	
Common Stock							1190	

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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
Nonqualified Stock Options	\$12.875	2/26/2001	M	800000	D 1 2/2/08	Common Stock 800000	N/A
Nonqualified Stock Options	\$28.899				D 2 7/17/08	Common Stock	
Nonqualified Stock Options	\$30.43				D 3 3/26/09	Common Stock	
Nonqualified Stock Options	\$43.438				D 4 3/02/10	Common Stock	
Nonqualified Stock Options	\$44.6875				D 5 9/23/09	Common Stock	
Nonqualified Stock Options	\$45.90				D 6 3/24/10	Common Stock	

Explanation of Responses:

1. Exercisable in accordance with the following schedule: 800,000 shares on 2/2 of each year from 2002 through 2003.
2. Exercisable in accordance with the following schedule: 10,384 shares on 7/17 of each year from 1999 through 2003.
3. Exercisable according to the following schedule: 19,969 shares on 3/26/00, 19,970 shares on 3/26/01 and 39,940 shares on 3/26/02.

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4. Exercisable in accordance with the following schedule: 20,000 shares on 3/2 of each year from 2001 through 2005.
5. Exercisable according to the following schedule: 13,427 shares on 9/23 each year from 2000 through 2004.
6. Exercisable in accordance with the following schedule: 7,625 shares on 3/24 of 2001 and 2002 and 15,251 shares on 3/24/2003.