

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP
 Form 4
 April 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
 Joseph A. Marengi
 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
 3/2001
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, U.S. Relationship 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. Transaction Date	3. Transaction 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	3/29/2001	M	100000	A	\$7.22	
Common Stock	3/29/2001	S	130000	D	\$27.50	185531
Common Stock						893

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	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. Put or Call or Other Feature
				Amount	A/D			

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	Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares		
Nonqualified Stock Options	Opt	\$7.22	3/29/2001	M	100000	D	2	7/1/07	Common Stock	100000	N/A
Nonqualified Stock Options	Opt	\$28.899					3	7/17/08	Common Stock		
Nonqualified Stock Option	Opt	\$37.5938					4	8/22/2010	Common Stock		
Nonqualified Stock Options	Opt	\$30.43					5	3/26/09	Common Stock		
Nonqualified Stock Options	Opt	\$37.5938					6	8/22/2010	Common Stock		
Nonqualified Stock Options	Opt	\$43.438					7	3/02/10	Common Stock		
Nonqualified Stock Options	Opt	\$44.6875					8	9/23/09	Common Stock		

Explanation of Responses:

1. Represents 2,811 shares of fully vested stock and 182,720 shares of restricted stock scheduled to vest in accordance with the following schedule: 45,760 shares on 7/1 of each year from 2001 through 2003 and 45,440 shares on 7/1/04.
2. Exercisable in accordance with the following schedule: 400,000 shares on 7/1 of 2001 and 2002.
3. Exercisable in accordance with the following schedule: 17,304 shares on 7/17 of each year from 2001 through 2005.
4. Exercisable in accordance with the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2007.
5. Exercisable according to the following schedule: 20,812 shares on 3/26/00 and 3/26/01 and 41,624 shares on 3/26/02.
6. Exercisable in accordance with the following schedule: 20,000 shares on 8/22 of each year from 2001 through 2005.
7. Exercisable in accordance with the following schedule: 35,000 shares on 3/2 of each year from 2001 through 2005.
8. Exercisable according to the following schedule: 17,902 shares on 9/23 of each year from 2000 through 2004.