

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

Morton L. Topfer
 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)

(X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
 Counselor to the CEO

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
Common Stock				5776983
Common Stock				6144
Common Stock				17058

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. 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

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Security	Amount	D	cisa-ble	Date	of Shares
Nonqualified Stock Options	\$1.108	1		12/22/05	Common Stock
Nonqualified Stock Options	\$1.108	2		12/22/05	Common Stock
Nonqualified Stock Options	\$1.446	3		7/11/06	Common Stock
Nonqualified Stock Options	\$9.26	4		7/18/07	Common Stock
Nonqualified Stock Options	\$28.899	5		7/17/08	Common Stock
Nonqualified Stock Options	\$30.43	6		3/26/09	Common Stock
Nonqualified Stock Options	\$45.90	7	3/24/01, 2000	3/24/10	Common Stock
Nonqualified Stock Options	\$44.6875	8		9/23/09	Common Stock

Explanation of Responses:

1. Exercisable on 12/22/01.
2. Exercisable on 12/22/01.
3. Exercisable on 7/11/01.
4. Exercisable in accordance with the following schedule: 80,000 shares on 7/18 of each year 2001 and 2002.
5. Exercisable in accordance with the following schedule: 51,908 shares on 7/17 of each year from 1999 through 2003.
6. Exercisable according to the following schedule: 63,346 shares on 3/26/01 and 126,691 shares on 3/26/02.
7. Exercisable in accordance with the following schedule: 27,002 shares on 3/24/01, 27,023 shares on 3/24/02 and 54,046 shares on 3/24/03.
8. Exercisable according to the following schedule: 58,182 shares on 9/23 of each year from 2000 through 2004.