

Edgar Filing: DELL COMPUTER CORP - Form 5

DELL COMPUTER CORP

Form 5

March 14, 2002

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

Samuel A. Nunn
 King & Spalding

191 Peachtree Street
 GA, Atlanta 30303

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

1/2002

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)

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				2000
Common Stock				366

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

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Nonqualified Stock Options	\$28.24	7/19/2001	A	24080	A	1	7/19/2011	Common Stock	24080	N/A
Nonqualified Stock Options	\$28.24	7/19/2001	A	4250	A	2	7/19/2011	Common Stock	4250	N/A
Nonqualified Stock Options	\$43.438					3	3/02/2010	Common Stock		
Nonqualified Stock Options	\$52.1563					4	7/20/2010	Common Stock		

Explanation of Responses:

1. Exercisable in accordance with the following schedule: 4,816 shares on 7/19 of each year from 2002 through 2006.
2. Exercisable in accordance with the following schedule: 850 shares on 7/19 of each year from 2002 through 2006.
3. Exercisable according to the following schedule: 9,876 shares on 3/2 of 2001, 2002 and 2004 and 9,877 shares on 3/2 of 2003 and 2005.
4. Exercisable in accordance with the following schedule: 3,719 shares on 7/20/01 and 7/20/03, 3,720 shares on 7/20/02 and 7/20/04 and 3,721 shares on 7/20/05.