

Edgar Filing: DELL COMPUTER CORP - Form 5

DELL COMPUTER CORP  
 Form 5  
 March 09, 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

Michael S. Dell  
 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)

Chairman of the Board, Chief Executive Officer

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         |                     |         |   |           | 309070469   |
| Common Stock         |                     |         |   |           | 37809112  |
| Common Stock         |                     |         |   |           | 6080000   |
| Common Stock         |                     |         |   |           | 98547   |
| Common Stock         |                     |         |   |           | 2058000   |
| Common Stock         |                     |         |   |           | 6080000   |

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

| 1. Title of Derivative | 2. Contract | 3. | 4. | 5. Number of Derivatives | 6. Date Exercised | 7. Title and Amount | 8. Price |
|------------------------|-------------|----|----|--------------------------|-------------------|---------------------|----------|
|------------------------|-------------|----|----|--------------------------|-------------------|---------------------|----------|

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| Security                   | Version   | Transaction Date | Code | Derivative | Securities Acquired(A) or Disposed of(D) | Exercisable and Expiration Date(Month/Day/Year) | Underlying Securities | Title and Number of Shares | of Underlying Securities | of Underlying Securities |
|----------------------------|-----------|------------------|------|------------|--|---|-----------------------|----------------------------|--------------------------|--------------------------|
| Nonqualified Stock Options | \$1.446   |                  |      |            |  | 3/7/11/2006                                     | Common Stock          |                            |                          |                          |
| Nonqualified Stock Options | \$1.809   |                  |      |            |  | 4/8/9/2006                                      | Common Stock          |                            |                          |                          |
| Nonqualified Stock Options | \$4.633   |                  |      |            |  | 5/3/5/2007                                      | Common Stock          |                            |                          |                          |
| Nonqualified Stock Options | \$9.26    |                  |      |            |  | 6/7/18/2007                                     | Common Stock          |                            |                          |                          |
| Nonqualified Stock Options | \$16.672  |                  |      |            |  | 8/3/5/2008                                      | Common Stock          |                            |                          |                          |
| Nonqualified Stock Options | \$28.899  |                  |      |            |  | 9/7/17/2008                                     | Common Stock          |                            |                          |                          |
| Nonqualified Stock Options | \$37.5938 | 8/22/2000        | A    | 175000     | A  | 10/8/22/2010                                    | Common Stock          | 175000                     | N/A                      |                          |
| Nonqualified Stock Options | \$37.5938 | 8/22/2000        | A    | 175000     | A  | 11/8/22/2010                                    | Common Stock          | 175000                     | N/A                      |                          |
| Nonqualified Stock Options | \$43.438  | 3/2/2000         | A    | 900000     | A  | 12/3/02/2010                                    | Common Stock          | 900000                     | N/A                      |                          |
| Nonqualified Stock Options | \$45.90   | 3/24/2000        | A    | 145555     | A  | 13/3/24/2010                                    | Common Stock          | 145555                     | N/A                      |                          |
| Nonqualified Stock Options | \$44.6875 |                  |      |            |  | 14/9/23/2009                                    | Common Stock          |                            |                          |                          |

Explanation of Responses:

1. Owned through a separate property trust.
2. Pursuant to Rule 16a-1 promulgated under the Securities Act of 1934, Michael Dell declares that the filing of this Form 5 shall not be construed as an admission that he is the beneficial owner of these shares of common stock.
3. Exercisable on 7/11/2001.
4. Exercisable on 8/9/2001.
5. Exercisable in accordance with the following schedule: 1,600,000 shares on 3/5 of each year from 2001 through 2002.
6. Exercisable in accordance with the following schedule: 960,000 shares on 7/18 of 2001 and 2002.
7. Options are held by trusts of which the reporting person or his spouse is the trustee for the benefit of their children.
8. Exercisable in accordance with the following schedule: 1,600,000 shares on 3/5 of each year from 2001 through 2003.
9. Exercisable in accordance with the following schedule: 960,000 shares on 7/17 of each year from 2001 through 2005.

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10. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2003 through 2007.
11. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2001 through 2005.
12. Exercisable in accordance with the following schedule: 180,000 shares on 3/2 of each year from 2001 through 2005.
13. Exercisable in accordance with the following schedule: 36,388 shares on 3/24/2001, 36,389 shares on 3/24/2002 and 72,778 shares on 3/24/2003.
14. Exercisable according to the following schedule: 161,119 shares on 9/23 of each year from 2000 through 2004.