

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

March 10, 2003

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
 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/Day/Year
 3/6/2003
5. If Amendment, Date of Original (Month/Day/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 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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	3A. Deemed Execu-	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock						296316172.000
Common Stock						33449112.000
Common Stock						1600000.000
Common Stock						97300.000
Common Stock						2058000.000
Common Stock						6080000.000

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

1. Title of Derivative Security	2. Con- version or Exer- cise	3. Trans- action Date	3A. Deemed Execu-	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red(A) or Dis	6. Date Exer- cisable and Expiration Date(Month/	7. Title and Amount of Underlying Securities	8. P of vat Sec
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Price of Derivative Security	Exercise Date (Month/Day/Year)	Expiration Date (Month/Day/Year)	Code	Amount	Proposed of (D)	Day/Year (Date)	Expiration Date (Date)	Title and Number of Shares		
Nonqualified Stock Options	\$21.388					3	3/22/2012	Common Stock		
Nonqualified Stock Options	\$27.64					4	3/7/2012	Common Stock		
Nonqualified Stock Options	\$4.633					5	3/5/2007	Common Stock		
Nonqualified Stock Options	\$9.26					5	7/18/2007	Common Stock		
Nonqualified Stock Options	\$16.672					5	3/5/2008	Common Stock		
Nonqualified Stock Options	\$26.185	3/6/2003	3/6/2003	A	400000.000	A	7	3/6/2013	Common Stock	400000.000
Nonqualified Stock Option	\$21.72					8	3/23/2011	Common Stock		
Nonqualified Stock Option	\$24.09					9	6/18/2011	Common Stock		
Nonqualified Stock Options	\$22.94					10	2/12/2011	Common Stock		
Nonqualified Stock Options	\$28.899					11	7/17/2008	Common Stock		
Nonqualified Stock Option	\$37.5938					12	8/22/2010	Common Stock		
Nonqualified Stock Options	\$37.5938					13	8/22/2010	Common Stock		
Nonqualified Stock Options	\$43.438					14	3/02/2010	Common Stock		
Nonqualified Stock Options	\$44.6875					15	9/23/2009	Common Stock		
Nonqualified Stock Options	\$45.90					16	3/24/2010	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 4 shall not be construed as an admission that he is the beneficial owner of these shares of common stock.

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3. Exercisable in accordance with the following schedule: 32,470 shares on 3/22 of 2003 and 2004.
4. Exercisable in accordance with the following schedule: 100,000 shares on 3/7 of each year from 2003 through 2007.
5. Currently exercisable.
6. Options are held by trusts of which the reporting person or his spouse is the trustee for the benefit of their children.
7. Exercisable according to the following schedule: 80,000 shares on 3/6 of each year from 2004 through 2008.
8. Exercisable in accordance with the following schedule: 153,642 shares on 3/23/2002 and 153,643 shares on 3/23/2003.
9. Exercisable in accordance with the following schedule: 100,000 shares on 6/18 of each year from 2002 through 2006.
10. Exercisable in accordance with the following schedule: 100,000 shares on 2/12 of each year from 2002 through 2006.
11. Exercisable in accordance with the following schedule: 960,000 shares on 7/17 of each year from 2001 through 2005.
12. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2003 through 2007.
13. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2001 through 2005.
14. Exercisable in accordance with the following schedule: 180,000 shares on 3/2 of each year from 2001 through 2005.
15. Exercisable according to the following schedule: 161,119 shares on 9/23 of each year from 2000 through 2004.
16. 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.

SIGNATURE OF REPORTING PERSON

Michael S. Dell

Thomas H. Welch, Jr., Attorney-in-Fact