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DELL COMPUTER CORP

Form 5

March 18, 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

Thomas B. Green
 One Dell Way
 TX, Round Rock 78682-2244

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)

() Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

Senior Vice President, Law and Administration and Secretary

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				166317
Common Stock				17736

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 Total Ownership
						Title and Number of Shares	

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Nonqualified Stock Options	\$1.446					1	7/11/2006	Common Stock		
Nonqualified Stock Options	\$9.26					2	7/18/2007	Common Stock		
Nonqualified Stock Options	\$10.157					3	12/22/2007	Common Stock		
Nonqualified Stock Options	\$12.738					1	3/20/2008	Common Stock		
Nonqualified Stock Option	\$24.09	6/18/2001	A	750000	A	4	6/18/2011	Common Stock	750000	N/A
Nonqualified Stock Options	\$22.94	2/12/2001	A	200000	A	5	2/12/2011	Common Stock	200000	N/A
Nonqualified Stock Options	\$22.10	9/6/2001	A	200000	A	6	9/6/2011	Common Stock	200000	N/A
Nonqualified Stock Options	\$28.899					7	7/17/2008	Common Stock		
Nonqualified Stock Option	\$37.5938					8	8/22/2010	Common Stock		
Nonqualified Stock Options	\$30.43					9	3/26/2009	Common Stock		
Nonqualified Stock Options	\$37.5938					10	8/22/2010	Common Stock		
Nonqualified Stock Options	\$43.438					11	3/02/2010	Common Stock		
Nonqualified Stock Options	\$44.6875					12	9/23/2009	Common Stock		
Nonqualified Stock Options	\$45.90					13	3/24/2010	Common Stock		

Explanation of Responses:

1. Currently exercisable.
2. Exercisable in accordance with the following schedule: 48,000 shares on 7/18 of each year from 1998 through 2002.
3. Exercisable in accordance with the following schedule: 40,000 shares on 12/22 of each year from 1998 through 2002.
4. Exercisable in accordance with the following schedule: 150,000 shares on 6/18 of each year from 2002 through 2006.
5. Exercisable in accordance with the following schedule: 40,000 shares on 2/12 of each year from 2002 through 2006.
6. Exercisable in accordance with the following schedule: 40,000 shares on 9/6 of each year from 2002 through 2006.
7. Exercisable in accordance with the following schedule: 17,304 shares on 7/17 of each year from 2002 through 2006.
8. Exercisable in accordance with the following schedule: 15,000 shares on 8/22 of each year from 2003 through 2007.
9. Exercisable according to the following schedule: 17,307 shares on 3/26/00

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and 3/26/01, and 34,614 shares on 3/26/02.

10. Exercisable in accordance with the following schedule: 15,000 shares on 8/22 of each year from 2001 through 2005.

11. Exercisable in accordance with the following schedule: 53,000 shares on 3/2 of each year from 2001 through 2005.

12. Exercisable according to the following schedule: 17,902 shares on 9/23 of each year from 2000 through 2004.

13. Exercisable in accordance with the following schedule: 7,456 on 3/24/2001, 7,457 shares on 3/24/2002 and 14,913 shares on 3/24/2003.