

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

February 08, 2002

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

James M. Schneider

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

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, Chief Financial 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. Date	3. Code	4. Securities Acquired (A) or Disposed of (D)		A/ D	Price	5. Amount of Securities Beneficially Owned at End of Month
			Amount	Price			
Common Stock	1/4/2002	M		10000	A	\$2.481	
Common Stock	1/4/2002	S		10000	D	\$30.00	
Common Stock	1/7/2002	M		290000	A	\$2.481	
Common Stock	1/7/2002	S		5200	D	\$30.3415	
Common Stock	1/7/2002	S		47800	D	\$30.33	
Common Stock	1/7/2002	S		1950	D	\$30.32	
Common Stock	1/7/2002	S		100000	D	\$30.35	

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Common Stock	1/7/2002	2	S	135050	D	\$30.31	244636	1	
Common Stock							2895		

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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
Nonqualified Stock Options	\$2.481	1/4/2002	M	10000	D 2 9/16/06	Common Stock 10000	N/A
Nonqualified Stock Options	\$2.481	1/7/2002	M	290000	D 2 9/16/06	Common Stock 290000	N/A
Nonqualified Stock Options	\$3.335				2 3/21/07	Common Stock	
Nonqualified Stock Options	\$9.26				3 7/18/07	Common Stock	
Nonqualified Stock Options	\$12.738				2 3/20/08	Common Stock	
Nonqualified Stock Options	\$28.899				4 7/17/08	Common Stock	
Nonqualified Stock Option	\$37.5938				5 8/22/2010	Common Stock	
Nonqualified Stock Options	\$30.43				6 3/26/09	Common Stock	
Nonqualified Stock Options	\$37.5938				7 8/22/2010	Common Stock	
Nonqualified Stock Options	\$43.438				8 3/02/10	Common Stock	
Nonqualified Stock Options	\$44.6875				9 9/23/09	Common Stock	
Nonqualified Stock Options	\$45.90				10 3/24/10	Common Stock	

Explanation of Responses:

1. Represents 16,092 shares held free of restrictions and 228,544 shares of

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restricted stock scheduled to vest on 3/16/02.

2. Currently exercisable.

3. Exercisable in accordance with the following schedule: 32,000 shares on 7/18 of each year from 2000 through 2002.

4. Exercisable in accordance with the following schedule: 13,844 shares on 7/17 of each year from 2003 through 2007.

5. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2007.

6. Exercisable according to the following schedule: 8,467 shares on 3/26/00, 8,468 shares on 3/26/01 and 16,935 shares on 3/26/02.

7. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2001 through 2005.

8. Exercisable according to the following schedule: 80,000 shares on 3/2 of each year from 2001 through 2005.

9. Exercisable according to the following schedule: 15,664 shares on 9/23 of each year from 2000 through 2004.

10. Exercisable according to the following schedule: 4,084 shares on 3/24/2001, 4,085 shares on 3/24/2002 and 8,170 shares on 3/24/2003.