

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

Charles H. Saunders
 Solid Square East Tower 20/21F
 580 Horikawa-sho
 Saiwai-ku, Kawasaki
 , Kanagawa 210

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)

- () Director () 10% Owner (X) Officer (give title below) () Other (specify below)
- President, Dell Computer K.K.

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						502949 1
Common Stock						1231

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. 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 or Other Feature

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	Secu rity			Amount	D	cisa- ble	Date	of Shares		
Nonqualified Stock Options	\$6.040	1/4/2001	G	256000	D	2	5/19/07	Common Stock	256000	N/A
Nonqualified Stock Options	\$6.040	1/4/2001	G	256000	A	2	5/19/07	Common Stock	256000	N/A
Nonqualified Stock Options	\$9.26	1/4/2001	G	96000	D	3	7/18/07	Common Stock	96000	N/A
Nonqualified Stock Options	\$9.26	1/4/2001	G	96000	A	3	7/18/07	Common Stock	96000	N/A
Nonqualified Stock Options	\$12.738					4	3/20/08	Common Stock		
Nonqualified Stock Options	\$28.899	1/4/2001	G	13844	D	5	7/17/08	Common Stock	13844	N/A
Nonqualified Stock Options	\$28.899	1/4/2001	G	13844	A	6	7/17/08	Common Stock	13844	N/A
Nonqualified Stock Options	\$37.5938	8/22/2000	A	100000	A	7	8/22/2010	Common Stock	100000	N/A
Nonqualified Stock Options	\$37.5938	8/22/2000	A	100000	A	8	8/22/2010	Common Stock	100000	N/A
Nonqualified Stock Options	\$30.43	1/4/2001	G	55641	D	9	3/26/09	Common Stock	55641	N/A
Nonqualified Stock Options	\$37.5938	1/4/2001	G	40000	D	8	8/22/2010	Common Stock	40000	N/A
Nonqualified Stock Options	\$30.43	1/4/2001	G	55641	A	9	3/26/09	Common Stock	55641	N/A
Nonqualified Stock Options	\$37.5938	1/4/2001	G	40000	A	10	8/22/2010	Common Stock	40000	N/A
Nonqualified Stock Options	\$43.438	3/2/2000	A	100000	A	11	3/02/10	Common Stock	100000	N/A
Nonqualified Stock Options	\$47.9063	5/4/2000	A	100000	A	12	5/4/10	Common Stock	100000	N/A
Nonqualified Stock Options	\$44.6875					13	9/23/09	Common Stock		

Explanation of Responses:

1. Represents 278,949 shares held free of restrictions and 224,000 shares of restricted stock scheduled to vest according to the following schedule: 112,000 shares on 5/19 of 2001 and 2002.
2. Exercisable in accordance with the following schedule: 128,000 shares on 5/19 of 2001 and 2002.
3. Exercisable in accordance with the following schedule: 32,000 shares on 7/18 of each year from 2000 through 2002.

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4. Currently exercisable.
5. Exercisable in accordance with the following schedule: 13,844 shares on 7/17 of each year from 2003 through 2006.
6. Exercisable on 7/17/02.
7. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2007.
8. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2005.
9. Exercisable according to the following schedule: 13,910 shares on 3/26/00 and 3/26/01 and 27,821 shares on 3/26/02.
10. Exercisable according to the following schedule: 20,000 shares on 8/22 of 2001 and 2002.
11. Exercisable according to the following schedule: 20,000 shares on 3/2 of each year from 2001 through 2005.
12. Exercisable according to the following schedule: 20,000 shares on 5/4 of each year from 2001 through 2005.
13. Exercisable according to the following schedule: 13,427 shares on 9/23 of each year from 2000 through 2004.