

Edgar Filing: DELL COMPUTER CORP - Form 5

DELL COMPUTER CORP

Form 5

March 13, 2003

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

Morton L. Topfer

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

1/2003

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)

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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Year
Common Stock							148980.000
Common Stock	5/1/2002		S	16925.000	D	26.480	0.000

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

1. Title of Derivative Security	2. Con- version Price of Deriva- tive rity	3. Trans- action Date /Day/ Year	3A. Deemed Execu- tion Date /Day/ Year	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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Nonqualified Stock Option	\$21.72						2	3/23/	Common Stock		
								2011			
Nonqualified Stock Options	\$28.899						3	7/17/	Common Stock		
								2008			
								4			
Nonqualified Stock Options	\$28.899						3	7/17/	Common Stock		
								2008			
								4			
Nonqualified Stock Options	\$30.43						3	3/26/	Common Stock		
								2009			
Nonqualified Stock Options	\$26.32	7/18/ 2		A	28420.000	A	5	7/18/	Common Stock	28420.0	
		002						2012		00	
Nonqualified Stock Options	\$26.32	7/18/ 2		A	4560.000	A	6	7/18/	Common Stock	4560.00	
		002						2012		0	
Nonqualified Stock Options	\$44.6875						3	9/23/	Common Stock		
								2009			
								4			
Nonqualified Stock Options	\$45.90						3	3/24/	Common Stock		
								2010			

Explanation of Responses:

1. Mr. Topfer transferred the funds in his Dell 401(k) account due to his retirement as an employee.
2. Exercisable on 3/23/2003.
3. Currently exercisable.
4. Due to the reporting person's retirement as an employee of the Company, these options will expire on February 1, 2005.
5. Exercisable in accordance with the following schedule: 5,684 shares on 7/18 of each year from 2003 through 2007.
6. Exercisable in accordance with the following schedule: 912 shares on 7/18 of each year from 2003 through 2007.

SIGNATURE OF REPORTING PERSON

Morton L. Topfer

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