

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

Michael H. Jordan  
 51 West 52nd Street, 35th Floor  
 NY, New York 10019

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							7456.000
Common Stock	12/31/ 2002		S	1385.000	D	26.740	0.000

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

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive rity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date (Month/ 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 Options	\$0.535						2	8/19/	Common Stock		
								2004			
Nonqualified Stock Options	\$1.161						2	8/24/	Common Stock		
								2005			
Nonqualified Stock Options	\$2.072						2	8/29/	Common Stock		
								2006			
Nonqualified Stock Options	\$9.26						2	7/18/	Common Stock		
								2007			
Nonqualified Stock Options	\$28.24						3	7/19/	Common Stock		
								2011			
Nonqualified Stock Options	\$26.32	7/18/ 2		A	28420.000	A	4	7/18/	Common Stock	28420.0	
		002						2012		00	
Nonqualified Stock Options	\$43.91						5	7/16/	Common Stock		
								2009			
Nonqualified Stock Options	\$52.1563						6	7/20/	Common Stock		
								2010			

Explanation of Responses:

1. As of 12/31/2002, the Company eliminated the Dell Stock Fund from the Deferred Compensation Plan for Directors.
2. Currently exercisable.
3. Exercisable in accordance with the following schedule: 4,816 shares on 7/19 of each year from 2002 through 2006.
4. Exercisable in accordance with the following schedule: 5,684 shares on 7/18 of each year from 2003 through 2007.
5. Exercisable according to the following schedule: 3,256 shares on 7/16/00 and 3,257 shares on 7/16 of each year from 2001 through 2004.
6. Exercisable in accordance with the following schedule: 3,259 shares on 7/20 of 2001 and 2003 and 3,260 shares on 7/20 of 2002, 2004 and 2005.

SIGNATURE OF REPORTING PERSON

Michael H. Jordan

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