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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

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

1/2002

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. 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				210470
Common Stock				16925

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 Title and Number of Shares	8. Price of Underlying Securities at End of Reporting Period

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Nonqualified Stock Options	\$1.108					1	12/22/2005	Common Stock		
Nonqualified Stock Options	\$9.26					2	7/18/2007	Common Stock		
Nonqualified Stock Options	\$21.72	3/23/2001	A	87021	A	3	3/23/2011	Common Stock	87021	N/A
Nonqualified Stock Options	\$28.899	9/20/2001	J	256944	A	1	7/17/2008	Common Stock	256944	N/A
Nonqualified Stock Options	\$28.899	9/20/2001	J	2596	A	1	7/17/2008	Common Stock	2596	N/A
Nonqualified Stock Options	\$28.899	9/20/2001	J	256944	D	1	7/17/2008	Common Stock	256944	N/A
Nonqualified Stock Options	\$28.899	9/20/2001	J	256944	A	1	7/17/2008	Common Stock	256944	N/A
Nonqualified Stock Options	\$28.899	9/20/2001	J	256944	D	1	7/17/2008	Common Stock	256944	N/A
Nonqualified Stock Options	\$28.899	9/20/2001	J	2596	D	1	7/17/2008	Common Stock	2596	N/A
Nonqualified Stock Options	\$30.43					5	3/26/2009	Common Stock		
Nonqualified Stock Options	\$44.6875					6	9/23/2009	Common Stock		
Nonqualified Stock Options	\$45.90					7	3/24/2010	Common Stock		

Explanation of Responses:

1. Currently exercisable.
2. Exercisable on 7/18/2002.
3. Exercisable in accordance with the following schedule: 43,510 shares on 3/23/2002 and 43,511 shares on 3/23/2003.
4. Change in beneficial ownership.
5. Exercisable according to the following schedule: 63,346 shares on 3/26/01 and 126,691 shares on 3/26/02.
6. Exercisable according to the following schedule: 58,182 shares on 9/23 of each year from 2000 through 2004.
7. Exercisable in accordance with the following schedule: 27,022 shares on 3/24/01, 27,023 shares on 3/24/02 and 54,046 shares on 3/24/03.