

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

Lawrence Pentland
 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

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)

Vice President, Americas International

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	8/22/2000	A	75000 1	76543

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 Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Payment of Underlying Securities of
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Nonqualified Stock Options	\$29.4375					2	10/05/08	Common Stock		
Nonqualified Stock Options	\$37.5938	8/22/2000	A	150000	A	3	8/22/2010	Common Stock	150000	N/A
Nonqualified Stock Options	\$37.5938	8/22/2000	A	75000	A	4	8/22/2010	Common Stock	75000	N/A
Nonqualified Stock Options	\$30.43					5	3/26/09	Common Stock		
Nonqualified Stock Options	\$37.22					6	4/19/09	Common Stock		
Nonqualified Stock Options	\$43.438	3/3/2000	A	350000	A	7	3/02/10	Common Stock	350000	N/A
Nonqualified Stock Options	\$44.6875					8	9/23/09	Common Stock		

Explanation of Responses:

1. Represents 1,543 non-restricted shares and 75,000 shares of restricted stock schedule to vest as follows: 15,000 shares on 8/22 of each year from 2001 through 2005.
2. Exercisable according to the following schedule: 14,000 shares 10/5 of each year from 1999 through 2003.
3. Exercisable according to the following schedule: 30,000 shares on 8/22 of each year from 2003 through 2007.
4. Exercisable according to the following schedule: 15,000 shares on 8/22 of each year from 2001 through 2005.
5. Exercisable according to the following schedule: 3,946 shares on 3/26/00 and 3,947 shares on 3/26/01.
6. Exercisable according to the following schedule: 4,622 shares on 4/19 of each year from 2000 through 2004.
7. Exercisable according to the following schedule: 70,000 shares on 3/2 of each year from 2001 through 2005.
8. Exercisable according to the following schedule: 8,844 shares on 9/23 each year from 2000 through 2004.