

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

March 19, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 James M. Schneider
 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/Day/Year
 3/17/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior Vice President, Chief Financial Officer
7. Individual or Joint/Group Filing (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 Following Reported Trans(s)
Common Stock	3/17/ 2003	3/17/ 2003	M	100000.000	A	2.481	
Common Stock	3/17/ 2003	3/17/ 2003	S	6374.000	D	27.742	
Common Stock	3/17/ 2003	3/17/ 2003	S	93626.000	D	27.730	
Common Stock	3/18/ 2003	3/18/ 2003	M	100000.000	A	2.481	
Common Stock	3/18/ 2003	3/18/ 2003	S	75400.000	D	28.040	
Common Stock	3/18/ 2003	3/18/ 2003	S	6500.000	D	28.051	
Common Stock	3/18/ 2003	3/18/ 2003	S	18100.000	D	28.056	21473.000

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Common Stock | | | | | | | | | | 3610.000 |

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 (Month/Day/Year)	3A. Deemed Execution (Month/Day/Year)	4. Transaction 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. Purchase or Sale Price of Underlying Securities
Nonqualified Stock Options	\$2.481	3/17/2003	3/17/2003	M	100000.000	D 1 9/16/2006	Common Stock 100000.000	
Nonqualified Stock Options	\$2.481	3/18/2003	3/18/2003	M	100000.000	D 1 9/16/2006	Common Stock 100000.000	
Nonqualified Stock Options	\$25.45					2 9/5/2012	Common Stock	
Nonqualified Stock Options	\$27.64					3 3/7/2012	Common Stock	
Nonqualified Stock Options	\$3.335					1 3/21/2007	Common Stock	
Nonqualified Stock Options	\$9.26					1 7/18/2007	Common Stock	
Nonqualified Stock Options	\$12.738					1 3/20/2008	Common Stock	
Nonqualified Stock Options	\$22.10					4 9/6/2011	Common Stock	
Nonqualified Stock Options	\$22.94					5 2/12/2011	Common Stock	
Nonqualified Stock Options	\$26.185					6 3/6/2013	Common Stock	
Nonqualified Stock Options	\$28.899					7 7/17/2008	Common Stock	
Nonqualified Stock Option	\$37.5938					8 8/22/2010	Common Stock	
Nonqualified Stock Options	\$30.43					1 3/26/2009	Common Stock	
Nonqualified Stock Options	\$37.5938					9 8/22/2010	Common Stock	
Nonqualified Stock Options	\$43.438					10 3/02/	Common Stock	

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Stock Options								2010		
Nonqualified Stock Options	\$44.6875						11	9/23/2009	Common Stock	
Nonqualified Stock Options	\$45.90						12	3/24/2010	Common Stock	

Explanation of Responses:

1. Currently exercisable.
2. Exercisable in accordance with the following schedule: 40,000 shares on 9/5 of each year from 2003 through 2007.
3. Exercisable in accordance with the following schedule: 40,000 shares on 3/7 of each year from 2003 through 2007.
4. Exercisable in accordance with the following schedule: 70,000 shares on 9/6 of each year from 2002 through 2006.
5. Exercisable in accordance with the following schedule: 20,000 shares on 2/12 of each year from 2002 through 2006.
6. Exercisable according to the following schedule: 100,000 shares on 3/6 of each year from 2004 through 2008.
7. Exercisable in accordance with the following schedule: 13,844 shares on 7/17 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 2007.
9. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2001 through 2005.
10. Exercisable according to the following schedule: 80,000 shares on 3/2 of each year from 2001 through 2005.
11. Exercisable according to the following schedule: 15,664 shares on 9/23 of each year from 2000 through 2004.
12. Exercisable according to the following schedule: 4,084 shares on 3/24/2001, 4,085 shares on 3/24/2002 and 8,170 shares on 3/24/2003.

SIGNATURE OF REPORTING PERSON

James M. Schneider

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