

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

November 20, 2002

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
 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
 11/19/2002
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 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. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------|---|-----|-------------|--|
| | | | Amount | A/D | Price | |
| Common Stock | 11/19/2002 | M | 43510 | A | \$21.72 | |
| Common Stock | 11/19/2002 | S | 62065 | D | \$28.32 | |
| Common Stock | 11/19/2002 | S | 32935 | D | \$28.340500 | 148980 |
| Common Stock | | | | | | 16925 |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction | 4. | 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. Percentage of Total Ownership |
|---------------------------------|------------------------------------|----------------|----|--|--|--|----------------------------------|
|---------------------------------|------------------------------------|----------------|----|--|--|--|----------------------------------|

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| | Derivative Security | Date | Code | V | Amount | D | 1 | 3/23/2011 | Expiration Date | Title and Number of Shares | N/A |
|----------------------------|---------------------|-----------|------------|---|--------|---|---|-----------|-----------------|----------------------------|-----|
| Nonqualified Stock Option | Opt | \$21.72 | 11/19/2002 | M | 43510 | D | 1 | 3/23/2011 | Common Stock | 43510 | N/A |
| Nonqualified Stock Options | Opt | \$28.899 | | | | | 2 | 7/17/2008 | Common Stock | | |
| Nonqualified Stock Options | Opt | \$28.899 | | | | | 2 | 7/17/2008 | Common Stock | | |
| Nonqualified Stock Options | Opt | \$30.43 | | | | | 2 | 3/26/2009 | Common Stock | | |
| Nonqualified Stock Options | Opt | \$44.6875 | | | | | 2 | 9/23/2009 | Common Stock | | |
| Nonqualified Stock Options | Opt | \$45.90 | | | | | 2 | 3/24/2010 | Common Stock | | |

Explanation of Responses:

1. Exercisable on 3/23/2003.
2. Currently exercisable.
3. Due to the reporting person's retirement as an employee of the Company, these options will expire on February 1, 2005.