

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

September 04, 2001

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
 Michael S. Dell
 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
 9/2001
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)
 Chairman of the Board, Chief Executive 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. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)		Price	5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D		
Common Stock	9/4/2001	M	640000	A	\$1.446	
Common Stock	9/4/2001	M	1920000	A	\$1.809	
Common Stock	9/4/2001	M	1600000	A	\$4.633	296202432
Common Stock						34809112
Common Stock						6080000
Common Stock						98547
Common Stock						2058000
Common Stock						6080000

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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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
Nonqualified Stock Options	\$1.446	9/4/2001	M	640000	D 3 7/11/06	Common Stock	640000
Nonqualified Stock Options	\$1.809	9/4/2001	M	1920000	D 3 8/9/06	Common Stock	1920000
Nonqualified Stock Options	\$4.633	9/4/2001	M	1600000	D 4 3/5/07	Common Stock	1600000
Nonqualified Stock Options	\$9.26				D 5 7/18/07	Common Stock	
Nonqualified Stock Options	\$16.672				D 7 3/5/08	Common Stock	
Nonqualified Stock Options	\$28.899				D 8 7/17/08	Common Stock	
Nonqualified Stock Option	\$37.5938				D 9 8/22/2010	Common Stock	
Nonqualified Stock Options	\$37.5938				D 10 8/22/2010	Common Stock	
Nonqualified Stock Options	\$43.438				D 11 3/02/10	Common Stock	
Nonqualified Stock Options	\$44.6875				D 12 9/23/09	Common Stock	
Nonqualified Stock Options	\$45.90				D 13 3/24/10	Common Stock	

Explanation of Responses:

- Owned through a separate property trust.
- Pursuant to Rule 16a-1 promulgated under the Securities Act of 1934, Michael Dell declares that the filing of this Form 4 shall not be construed as an admission that he is the beneficial owner of these shares of common stock.
- Currently exercisable.
- Exercisable on 3/5/2002.
- Exercisable in accordance with the following schedule: 960,000 shares on 7/18 of 2001 and 2002.
- Options are held by trusts of which the reporting person or his spouse is the trustee for the benefit of their children.
- Exercisable in accordance with the following schedule: 1,600,000 shares on

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3/5 of each year from 2001 through 2003.

8. Exercisable in accordance with the following schedule: 960,000 shares on 7/17 of each year from 2001 through 2005.

9. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2003 through 2007.

10. Exercisable in accordance with the following schedule: 35,000 shares on 8/22 of each year from 2001 through 2005.

11. Exercisable in accordance with the following schedule: 180,000 shares on 3/2 of each year from 2001 through 2005.

12. Exercisable according to the following schedule: 161,119 shares on 9/23 of each year from 2000 through 2004.

13. Exercisable in accordance with the following schedule: 36,388 shares on 3/24/2001, 36,389 shares on 3/24/2002 and 72,778 shares on 3/24/2003.