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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

Kevin B. Rollins

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 Chairman

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				10965
Common Stock				2391

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. Put or Call or Other Feature of Underlying Securities

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Nonqualified Stock Options	\$0.881					1	4/1/01	Common Stock		
							6			
Nonqualified Stock Options	\$0.881					2	4/1/01	Common Stock		
							6			
Nonqualified Stock Options	\$1.446					3	7/11/06	Common Stock		
Nonqualified Stock Options	\$9.26					4	7/18/07	Common Stock		
Nonqualified Stock Options	\$10.157					5	12/22/07	Common Stock		
Nonqualified Stock Options	\$12.738					6	3/20/08	Common Stock		
Nonqualified Stock Options	\$28.899					7	7/17/08	Common Stock		
Nonqualified Stock Options	\$37.5938	8/22/2000	A	250000	A	8	8/22/2010	Common Stock	250000	N/A
Nonqualified Stock Options	\$37.5938	8/22/2000	A	250000	A	9	8/22/2010	Common Stock	250000	N/A
Nonqualified Stock Options	\$30.43					10	3/26/09	Common Stock		
Nonqualified Stock Options	\$43.438	3/2/2000	A	750000	A	11	3/02/10	Common Stock	750000	N/A
Nonqualified Stock Options	\$45.90	3/24/2000	A	94727	A	12	3/24/10	Common Stock	94727	N/A
Nonqualified Stock Options	\$44.6875					13	9/23/09	Common Stock		
Nonqualified Stock Options	\$44.6875					14	9/23/09	Common Stock		

Explanation of Responses:

1. Exercisable in accordance with the following schedule: 274,000 shares currently exercisable and 512,000 shares on 4/1/01.
2. Exercisable in accordance with the following schedule: 1,519,000 shares currently exercisable and 1,408,000 shares on 4/1/01.
3. Exercisable in accordance with the following schedule: 224,000 shares on 7/11 of each year from 1997 through 2001.
4. Exercisable in accordance with the following schedule: 80,000 shares on 7/18 of each year from 1998 through 2002.
5. Exercisable in accordance with the following schedule: 240,000 shares on 12/22 of each year from 1998 through 2002.
6. Currently exercisable.
7. Exercisable in accordance with the following schedule: 51,908 shares on 7/17 of each year from 1999 through 2003.
8. Exercisable according to the following schedule: 50,000 shares on 8/22 of each year from 2003 through 2007.

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9. Exercisable according to the following schedule: 50,000 shares on 8/22 of each year from 2001 through 2005.
10. Exercisable according to the following schedule: 50,394 shares on 3/26/00 and 3/26/01 and 100,789 shares on 3/26/02.
11. Exercisable according to the following schedule: 150,000 shares on 3/2 of each year from 2001 through 2005.
12. Exercisable according to the following schedule: 23,681 shares on 3/24/01, 23,682 shares on 3/24/02 and 47,364 shares on 3/24/03.
13. Exercisable according to the following schedule: 23,273 shares on 9/23 each year from 2000 through 2004.
14. Exercisable according to the following schedule: 34,909 shares on 9/23 each year from 2000 through 2004.