

Edgar Filing: MILES MICHAEL A - Form 5

MILES MICHAEL A
Form 5
March 13, 2003

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

Michael A. Miles

1350 Lake Road

IL, Lake Forest 60045

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

1/2003

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 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. 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 at End of Year
Common Stock							534000.000
Common Stock	12/31/ 2002		S	4438.000	D	26.740	0.000

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

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive rity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion (Month/ Day/ Year)	4. Trans- action Code (Month/ Day/ Year)	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	6. Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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Nonqualified Stock Option	\$0.629						2		3/2/2005	Common Stock		
Nonqualified Stock Options	\$1.161						2		8/24/2005	Common Stock		
Nonqualified Stock Options	\$2.072						2		8/29/2006	Common Stock		
Nonqualified Stock Options	\$9.26						2		7/18/2007	Common Stock		
Nonqualified Stock Options	\$28.24						3		7/19/2011	Common Stock		
Nonqualified Stock Options	\$28.899						4		7/17/2008	Common Stock		
Nonqualified Stock Options	\$26.32	7/18/2002		A		28420.000	A	5	7/18/2012	Common Stock	28420.00	
Nonqualified Stock Options	\$26.32	7/18/2002		A		4560.000	A	6	7/18/2012	Common Stock	4560.00	
Nonqualified Stock Options	\$43.91						7		7/16/2009	Common Stock		
Nonqualified Stock Options	\$52.1563						8		7/20/2010	Common Stock		

Explanation of Responses:

1. As of 12/31/2002, the Company eliminated the Dell Stock Fund from the Deferred Compensation Plan for Directors.
2. Currently Exercisable.
3. Exercisable in accordance with the following schedule: 4,816 shares on 7/19 of each year from 2002 through 2006.
4. Exercisable in accordance with the following schedule: 5,218 shares on 7/17/99, 5,219 shares on 7/17/00 and 7/17/02, and 5,220 shares on 7/17/01 and 7/17/03.
5. Exercisable in accordance with the following schedule: 5,684 shares on 7/18 of each year from 2003 through 2007.
6. Exercisable in accordance with the following schedule: 912 shares on 7/18 of each year from 2003 through 2007.
7. Exercisable according to the following schedule: 3,590 shares currently exercisable and 3,592 shares on 7/16 of 2001, 2003 and 2004 and 3,591 shares on 7/16/02.
8. Exercisable in accordance with the following schedule: 3,719 shares on 7/20 of 2001 and 2003 and 3,720 shares on 7/20 of 2002 and 2004 and 3,721 shares on 7/20/2005.

SIGNATURE OF REPORTING PERSON

Michael A. Miles

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