

Edgar Filing: DELL COMPUTER CORP - Form 4

DELL COMPUTER CORP

Form 4

December 06, 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
 Alex J. Mandl
 8065 Leesburg Pike, 4th Floor
 VA, Vienna 22182
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
 11/2001
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)
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	Price	
Common Stock	11/21/2001	M	49085	A \$10.594	
Common Stock	11/21/2001	S	49085	D \$26.22	0
Common Stock					400

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	4.	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. Put or Call

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Priority	Date	Code	V	Amount	Exercisable	Expiry	Underlying	Instrument
Nonqualified Stock Options	\$10.594	11/21/2001	M	49085	D	1	11/21/2007	Common Stock
Nonqualified Stock Options	\$28.899					2	7/17/2008	Common Stock
Nonqualified Stock Options	\$43.91					3	7/16/2009	Common Stock
Nonqualified Stock Options	\$43.91					4	7/16/2009	Common Stock
Nonqualified Stock Options	\$52.1563					5	7/20/2010	Common Stock

Explanation of Responses:

1. Exercisable on 11/21/2002.
2. Exercisable in accordance with the following schedule: 15,657 shares currently exercisable and 5,219 shares on 7/17/02 and 5,220 shares on 7/17/03.
3. Exercisable according to the following schedule: 334 shares on 7/16/00 and 7/16/02 and 335 shares on 7/16/01, 7/16/03 and 7/16/04.
4. Exercisable according to the following schedule: 3,256 shares on 7/16/00 and 3,257 shares on 7/16 of each year from 2001 through 2004.
5. Exercisable in accordance with the following schedule: 3,719 shares on 7/20 of 2001 and 2003 and 3,2720 shares on 7/20 of 2002 and 2004 and 3,721 shares on 7/20/2005.