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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

Thomas B. Green

One Dell Way

TX, Round Rock 78682-2244

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)

Senior Vice President, Law and Administration and Secretary

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				232365 1
Common Stock				17468

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	\$0.982					2	7/24/05	Common Stock		
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					2	3/20/08	Common Stock		
Nonqualified Stock Options	\$28.899					6	7/17/08	Common Stock		
Nonqualified Stock Options	\$37.5938	8/22/2000	A	75000	A	7	8/22/2010	Common Stock	75000	N/A
Nonqualified Stock Options	\$37.5938	8/22/2000	A	75000	A	8	8/22/2010	Common Stock	75000	N/A
Nonqualified Stock Options	\$30.43					9	3/26/09	Common Stock		
Nonqualified Stock Options	\$43.438	3/2/2000	A	265000	A	10	3/02/10	Common Stock	265000	N/A
Nonqualified Stock Options	\$45.90	3/24/2000	A	29826	A	11	3/24/10	Common Stock	29826	N/A
Nonqualified Stock Options	\$44.6875					12	9/23/09	Common Stock		

Explanation of Responses:

1. Represents 5,165 shares held free of restrictions and 227,200 restricted shares scheduled to vest on 8/19/2001.
2. Currently exercisable.
3. Exercisable in accordance with the following schedule: 192,000 shares on 7/11 of each year from 2000 through 2001.
4. Exercisable in accordance with the following schedule: 48,000 shares on 7/18 of each year from 1998 through 2002.
5. Exercisable in accordance with the following schedule: 40,000 shares on 12/22 of each year from 1998 through 2002.
6. Exercisable in accordance with the following schedule: 17,304 shares on 7/17 of each year from 2002 through 2006.
7. Exercisable in accordance with the following schedule: 15,000 shares on 8/22 of each year from 2003 through 2007.
8. Exercisable in accordance with the following schedule: 15,000 shares on 8/22 of each year from 2001 through 2005.
9. Exercisable according to the following schedule: 17,307 shares on 3/26/00 and 3/26/01, and 34,614 shares on 3/26/02.
10. Exercisable in accordance with the following schedule: 53,000 shares on 3/2 of each year from 2001 through 2005.
11. Exercisable in accordance with the following schedule: 7,456 on 3/24/2001, 7,457 shares on 3/24/2002 and 14,913 shares on 3/24/2003.

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12. Exercisable according to the following schedule: 17,902 shares on 9/23 of each year from 2000 through 2004.