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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

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

Fiscal Year 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 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				394000
Common Stock				4624
Common Stock				160000

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
						Title and Number	

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	Secu rity			Amount	D cisa- ble	Date	of Shares		
Nonqualified Stock Option	\$0.629				1	3/2/05	Common Stock		
Nonqualified Stock Option	\$1.161				2	8/24/05	Common Stock		
Nonqualified Stock Option	\$2.072				3	8/29/06	Common Stock		
Nonqualified Stock Option	\$9.26				4	7/18/07	Common Stock		
Nonqualified Stock Option	\$28.899				5	7/17/08	Common Stock		
Nonqualified Stock Option	\$43.91				6	7/16/09	Common Stock		
Nonqualified Stock Option	\$52.1563	7/20/2000	A	16298	A	7/20/2010	Common Stock	16298	N/A
Nonqualified Stock Option	\$52.1563	7/20/2000	A	2301	A	7/20/2010	Common Stock	2301	N/A

Explanation of Responses:

1. Exercisable in accordance with the following schedule: 192,000 shares on 3/2 of each year from 1996 through 2000.
2. Exercisable in accordance with the following schedule: 76,800 shares on 8/24 of each year from 1996 through 2000.
3. Exercisable in accordance with the following schedule: 81,280 shares on 8/29 of each year from 1997 through 2001.
4. Exercisable in accordance with the following schedule: 119,332 currently exercisable and 39,778 shares on 7/18 of 2001 and 2002.
5. 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.
6. 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.
7. Exercisable in accordance with the following schedule: 3,259 shares on 7/20 of 2001 and 2003 and 3,260 shares on 7/20 of 2002, 2004 and 2005.
8. Exercisable in accordance with the following schedule: 460 shares on 7/20 of each year from 2001 through 2004 and 461 shares on 7/20/2005.