

Edgar Filing: AMELIO WILLIAM J - Form 4

AMELIO WILLIAM J
 Form 4
 September 06, 2002

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
 William J. Amelio
 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
 9/5/2002
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
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) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock				375952 1

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	7. Title and Amount of Underlying Securities	8. Put or Call
Nonqualified Stock Options	\$27.64	3/7/2002	A	200000	3/7/2012	Common Stock	200000

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Nonqualified Stock Options	Opt	\$25.45	9/5/2002	A	200000	A	3	9/5/2012	Common Stock	200000	N/A
Nonqualified Stock Options	Opt	\$22.10					4	9/6/2011	Common Stock		
Nonqualified Stock Options	Opt	\$22.4375					5	3/12/2011	Common Stock		

Explanation of Responses:

1. Represents 97,417 shares and 278,535 shares of restricted stock scheduled to vest as follows: 96,442 shares on 3/12/2003, 96,443 shares on 3/12/2004, 21,450 shares on 3/12 of 2005, 2006 and 2007 and 21,300 shares on 3/12/2008.
2. Exercisable in accordance with the following schedule: 40,000 shares on 3/7 of each year from 2003 through 2007.
3. Exercisable in accordance with the following schedule: 40,000 shares on 9/5 of each year from 2003 through 2007.
4. Exercisable in accordance with the following schedule: 30,000 shares on 9/6 of each year from 2002 through 2006.
5. Exercisable in accordance with the following schedule: 130,000 shares on 3/12 of each year from 2002 through 2006.