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DELL COMPUTER CORP

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
 Rosendo G. Parra
 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, Americas
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				364581
Common Stock				18305

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 Date/Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call or Other Feature
Nonqualified Stock Opt	\$1.446				1	7/11/	Common Stock

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ions								2006				
Nonqualified Stock Options	Opt	\$27.64	3/7/2002	A	V	200000	A	2	3/7/2012	Common Stock	200000	N/A
Nonqualified Stock Options	Opt	\$21.388	3/22/2002	A	V	35354	A	3	3/22/2012	Common Stock	35354	N/A
Nonqualified Stock Options	Opt	\$25.45	9/5/2002	A		200000	A	4	9/5/2012	Common Stock	200000	N/A
Nonqualified Stock Options	Opt	\$9.26						5	7/18/2007	Common Stock		
Nonqualified Stock Option	Opt	\$24.09						6	6/18/2011	Common Stock		
Nonqualified Stock Options	Opt	\$22.94						7	2/12/2011	Common Stock		
Nonqualified Stock Options	Opt	\$22.10						8	9/6/2011	Common Stock		
Nonqualified Stock Options	Opt	\$28.899						9	7/17/2008	Common Stock		
Nonqualified Stock Option	Opt	\$37.5938						10	8/22/2010	Common Stock		
Nonqualified Stock Options	Opt	\$30.43						5	3/26/2009	Common Stock		
Nonqualified Stock Options	Opt	\$37.5938						11	8/22/2010	Common Stock		
Nonqualified Stock Options	Opt	\$43.438						12	3/02/2010	Common Stock		
Nonqualified Stock Options	Opt	\$44.6875						13	9/23/2009	Common Stock		
Nonqualified Stock Options	Opt	\$45.90						14	3/24/2010	Common Stock		
Nonqualified Stock Options	Opt	\$44.6875						5	9/23/2009	Common Stock		

Explanation of Responses:

1. Currently exercisable.
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: 17,677 shares on 3/22 of 2003 and 2004.
4. Exercisable in accordance with the following schedule: 40,000 shares on 9/5 of each year from 2003 through 2007.
5. Currently exercisable.
6. Exercisable in accordance with the following schedule: 200,000 shares on 6/18 of each year from 2002 through 2006.
7. Exercisable in accordance with the following schedule: 40,000 shares on

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2/12 of each year from 2002 through 2006.

8. Exercisable in accordance with the following schedule: 40,000 shares on 9/6 of each year from 2002 through 2006.

9. Exercisable in accordance with the following schedule: 17,304 shares on 7/17 of each year from 2002 through 2006.

10. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2003 through 2007.

11. Exercisable according to the following schedule: 20,000 shares on 8/22 of each year from 2001 through 2005

12. Exercisable according to the following schedule: 70,000 shares on 3/2 of each year from 2001 through 2005

13. Exercisable according to the following schedule: 17,905 shares on 9/23/02, 17,900 shares on 9/23/03 and 17,901 shares on 9/23/04.

14. Exercisable according to the following schedule: 8,169 shares on 3/24/01, 8,170 shares on 3/24/2002 and 16,340 shares on 3/24/2003.