DELL INC Form 4 July 25, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * MILES MICHAEL A

(Zip)

(First) (Middle) (Last)

ONE DELL WAY

(Street)

Common

Stock

ROUND ROCK, TX 78682

2. Issuer Name and Ticker or Trading

Symbol

DELL INC [DELL] 3. Date of Earliest Transaction

(Month/Day/Year) 07/21/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

07/21/2006

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) (D) Price

Code V Amount 3,944

A

\$0

541,702 (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	:	5. Number	r of	6. Date Exer	cisable and	7. Title and A	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tion	Derivative	;	Expiration Date		Underlying Securitie	
Security (Instr. 3)	or Exercise Price of Derivative		any (Month/Day/Year)	Code (Instr. 8)	(Securities Acquired (A) or Disposed of		(Month/Day/Year)		(Instr. 3 and 4)	
	Security				((D) (Instr. 3, 4 and 5)	·,				
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Nonqualified Stock Options	\$ 19.55	07/21/2006		A		15,775		(3)	07/21/2016	Common Stock	15,77

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer Other					
MILES MICHAEL A ONE DELL WAY ROUND ROCK, TX 78682	X							

Signatures

/s/ Thomas H. Welch, Jr.,
Attorney-in-Fact

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents restricted stock lapsing as follows: 788 shares on 7/21 of 2007 through 2010 and 792 shares 7/21/11.
- (2) Represents 535,126 unrestricted shares and 6,576 restricted shares lapsing as follows: 377 shares on 7/15 of 2007 through 2010, 374 shares on 7/16/2007, 375 shares on 7/16 of 2008 and 2009 and 788 shares on 7/21 of 2007 through 2010 and 792 shares on 7/21/2011.
- (3) Exercisable as follows: 3,155 shares on 7/21 of 2007 through 2011.

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