**DELL INC** Form 4 March 12, 2007

#### FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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. Name and Address of Reporting Person \* Marmonti David A

(First) (Last)

(Street)

(Middle)

ONE DELL WAY

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)

03/08/2007

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

03/08/2007

Code (D) (Instr. 8)

Code V

Transaction(A) or Disposed of (Instr. 3, 4 and 5)

Amount

4. Securities Acquired

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(D) or

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

(9-02)

(Instr. 3 and 4)

53,873 A A \$0  $272,953 \stackrel{(2)}{=}$ D (1)

Price

(A)

(D)

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.	6. Date Exerc	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	of	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e			
	Derivative				Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Options	\$ 22.275					<u>(3)</u>	03/08/2017	Common Stock	234,228

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Marmonti David A
ONE DELL WAY

ONE DELL WAY Senior Vice President

**ROUND ROCK, TX 78682** 

## **Signatures**

/s/ Thomas H. Welch, Jr., Attorney-in-Fact 03/12/2007

\*\*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 the minimum (80%) of a performance based stock unit grant with a target of 67,341 units. In no event will less than 80% of the target, nor more than 120% be earned based on Dell's performance. Units will vest on 3/15/2010.
- Represents 830 unrestricted shares and 219,080 restricted units lapsing as follows: 2,670 units on 3/9 of 2009 through 2012, 35,490 units on 2/8/08, 38,716 units on 2/8/09, 41,942 units on 2/9/10, 45,169 units on 2/8/11 and 3,705 units on 3/26/07 and on 3/9 of 2008 through 2011 and 53,873 units on 3/15/10.
- (3) Exercisable as follows: 78,076 shares on 3/8 of 2008 through 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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