Tu Lawrence Form 4 March 06, 2008

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

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

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

ONE DELL WAY

(Print or Type Responses)

1. Name and Address of Reporting Person * Tu Lawrence

Symbol

DELL INC [DELL]

(First) (Middle)

(Month/Day/Year) 03/04/2008

(Street)

(Ctata)

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

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

Director 10% Owner Other (specify

X_ Officer (give title 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

ROUND ROCK, TX 78682

(City)	(State) (A	Table	I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acqui Transaction(A) or Disposed of		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	•	any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A)		Reported Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/04/2008		A	7,482 (1)	A	\$0	155,007	D	
Common Stock	03/04/2008		A	61,006 (2)	A	\$0	216,013 (3)	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Nonqualified Stock Option	\$ 19.67	03/04/2008		A	265,245	<u>(4)</u>	03/04/2018	Common Stock	265

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tu Lawrence

ONE DELL WAY Senior Vice President

ROUND ROCK, TX 78682

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 the number of stock units earned pursuant to the performance based units granted in March 2007. These units will vest on March 29, 2010.
- (2) Represents the minimum number (80%) of performance based stock units, which will vest on 3/29/2011. No less than 80%, nor more than 120%, of the target (76,257) will be earned based on company performance.
- (3) Represents 36,161 unrestricted shares and 179,882 restricted stock units vesting as follows: 14,500 units on 8/10 of 2008 and 2009, 7,500 units on 8/10 of 2010 through 2014, 52,376 units on 3/29/2010 and 61,006 on 3/29/2011.
- (4) Exercisable as follows: 88,415 shares on 3/4 of 2009 through 2011.

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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