DELL MICHAEL S

Form 4

March 07, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

1(b).

(Print or Type Responses)

1. Name and Add DELL MICH	*	ting Person *	2. Issuer Name and Ticker or Trading Symbol DELL INC [DELL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X DirectorX 10% Owner		
ONE DELL WAY			03/03/2011	_X_ Officer (give title Other (specify below)		
				Chairman and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ROUND ROCK, TX 78682				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(C:t-)	(54-4-)	(7:)	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		
			C-1- V	0f	(Instr. 3 and 4)		
G			Code V	Amount (D) Price			
Common					232,912,682	D	
Stock					232,712,002	D	
C							40171-)
Common					95,015	I	401(k)
Stock) c, o 1 c	•	Plan
C							
Common					26,984,832	I	Spouse (1)
Stock					20,20 .,002	•	- Petist
C							Eamile.
Common					2,964,869	I	Family
Stock					, ,		Trusts (2)

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exerc	cisable and	7. Title and A	Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nDerivative	Expiration D	ate	Underlying S	Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
						Date	Expiration	Title	Amo
				Code V	(A) (D)	Exercisable	Date	11110	Share
Nonqualified								Common	
Stock Options	\$ 15.73	03/03/2011		A	905,798	(3)	03/03/2021	Stock	905
~ P *** O *** O									

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	Director 10% Owner Officer		Other			
DELL MICHAEL S ONE DELL WAY ROUND ROCK, TX 78682	X	X	Chairman and CEO				

Signatures

/s/ Janet B. Wright,
Attorney-in-Fact
03/07/2011

**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) Owned through a separate property trust. Pursuant to Rule 16a-1, Mr. Dell declares that filing this Form is not an admission of his beneficial ownership of these shares.
- (2) Options are held by trusts of which the reporting person or his spouse is the trustee for the benefit of their children.
- (3) Exercisable as follows: 307,972 shares on 3/3/2012 and 298,913 shares on 3/3 of 2013 and 2014.

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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