

DELL MICHAEL S
Form 4
January 03, 2006

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DELL MICHAEL S

(Last) (First) (Middle)

ONE DELL WAY

(Street)

ROUND ROCK, TX 78682

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DELL INC [DELL]

3. Date of Earliest Transaction
(Month/Day/Year)
04/06/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/06/2005		G	V 1,065	D \$ 0 207,887,911	D	
Common Stock	01/03/2006		M	1,600,000	A \$ 4.63 209,487,911	D	
Common Stock	01/03/2006		M	451,773	A \$ 9.26 209,939,684	D	
Common Stock	01/03/2006		M	3,303,358	A \$ 16.67 213,243,042	D	
Common Stock	01/03/2006		M	1,468,227	A \$ 9.26 1,468,227	I	MSD/SLD 1997 Gift Trusts ⁽¹⁾

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Common Stock	01/03/2006	M	1,496,642	A	\$ 16.67	2,964,869	I	MSD/SLD 1997 Gift Trusts ⁽¹⁾
Common Stock						26,449,112	I	Spouse ⁽²⁾
Common Stock						95,471	I	401(k) Plan ⁽³⁾

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

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(9-02)

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Nonqualified Stock Options	\$ 4.63	01/03/2006		M	1,600,000	⁽⁴⁾ 03/05/2007	Common Stock 1,
Nonqualified Stock Options	\$ 9.26	01/03/2006		M	1,468,227	⁽⁴⁾ 07/18/2007	Common Stock 1,
Nonqualified Stock Options	\$ 16.67	01/03/2006		M	1,496,642	⁽⁴⁾ 03/05/2008	Common Stock 1,
Nonqualified Stock Options	\$ 9.26	01/03/2006		M	451,773	⁽⁴⁾ 07/18/2007	Common Stock 4
Nonqualified Stock Options	\$ 16.67	01/03/2006		M	3,303,358	⁽⁴⁾ 03/05/2008	Common Stock 3,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

DELL MICHAEL S
ONE DELL WAY
ROUND ROCK, TX 78682

X

Signatures

/s/ THOMAS H. WELCH, JR.
Attorney-in-Fact

01/03/2006

__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) Shares are held by trusts for the benefit of the reporting person's children. Pursuant to Rule 16a-1, Mr. Dell declares that filing this Form is not an admission of his beneficial ownership of these shares.
- (2) 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.
- (3) Based on Dell Stock Fund balance on 1/28/2005.
- (4) Currently exercisable.
- (5) Options are held by trusts for the benefit of the reporting person's children.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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