

DELL INC  
Form 4  
September 12, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
ICAHN CARL C  
  
(Last) (First) (Middle)  
  
C/O ICAHN ASSOCIATES  
HOLDING LLC, 767 FIFTH AVE.,  
SUITE 4700

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/12/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
NO LONGER MEMBER OF 10% GROUP

(Street)  
  
NEW YORK, NY 10153

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|-----------|---|------------------------|------------------------|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|-----------|---|------------------------|------------------------|-------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur |                  |                 |       |                            |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|------------------|-----------------|-------|----------------------------|
|                     |  |                      |                 |   | Code             | V                                      | (A)                 | (D)   | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                                  |
|---|---------------|-----------|---------|----------------------------------|
|   | Director      | 10% Owner | Officer | Other                            |
| ICAHN CARL C<br>C/O ICAHN ASSOCIATES HOLDING<br>LLC<br>767 FIFTH AVE., SUITE 4700<br>NEW YORK, NY 10153 |               |           |         | NO LONGER MEMBER OF 10%<br>GROUP |
| HIGH RIVER LIMITED PARTNERSHIP<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601           |               | X         |         |                                  |
| ICAHN PARTNERS LP<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601                        |               | X         |         |                                  |
| ICAHN PARTNERS MASTER FUND LP<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601            |               | X         |         |                                  |
| ICAHN PARTNERS MASTER FUND II<br>L.P.<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601    |               | X         |         |                                  |
| ICAHN PARTNERS MASTER FUND III<br>L.P.<br>445 HAMILTON AVENUE<br>SUITE 1210<br>WHITE PLAINS, NY 10601   |               | X         |         |                                  |

## Signatures

|  |            |
|--|------------|
| CARL C. ICAHN                          | 09/12/2013 |
| **Signature of Reporting Person        | Date       |
| HIGH RIVER LIMITED<br>PARTNERSHIP      | 09/12/2013 |
| **Signature of Reporting Person        | Date       |
| ICAHN PARTNERS LP                      | 09/12/2013 |
| **Signature of Reporting Person        | Date       |
| ICAHN PARTNERS MASTER FUND<br>LP       | 09/12/2013 |
| **Signature of Reporting Person        | Date       |
| ICAHN PARTNERS MASTER FUND II<br>L.P.  | 09/12/2013 |
| **Signature of Reporting Person        | Date       |
| ICAHN PARTNERS MASTER FUND<br>III L.P. | 09/12/2013 |
| **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).

### Remarks:

On Sept. 12, 2013, the Reporting Persons filed an amendment to their Schedule 13D relating to Dell Inc. (as amended through  
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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