

DELL MICHAEL S  
Form 4  
January 03, 2006

**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 \*  
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) |               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |               |
| 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 <sup>(1)</sup>

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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 <sup>(1)</sup> |
| Common Stock |            |  |   |           |   |          | 26,449,112 | I | Spouse <sup>(2)</sup>                   |
| Common Stock |            |  |   |           |   |          | 95,471     | I | 401(k) Plan <sup>(3)</sup>              |

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.**

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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 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) | An<br>Nu<br>Sh |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|----------------|
|  |  |                                      |  |                                | V   | (A) (D)   | Date Exercisable   | Expiration Date |   |                |
| Nonqualified Stock Options                 | \$ 4.63  | 01/03/2006                           |  | M                              |   | 1,600,000 | <sup>(4)</sup>   | 03/05/2007      | Common Stock  | 1,             |
| Nonqualified Stock Options                 | \$ 9.26  | 01/03/2006                           |  | M                              |   | 1,468,227 | <sup>(4)</sup>   | 07/18/2007      | Common Stock  | 1,             |
| Nonqualified Stock Options                 | \$ 16.67   | 01/03/2006                           |  | M                              |   | 1,496,642 | <sup>(4)</sup>   | 03/05/2008      | Common Stock  | 1,             |
| Nonqualified Stock Options                 | \$ 9.26  | 01/03/2006                           |  | M                              |   | 451,773   | <sup>(4)</sup>   | 07/18/2007      | Common Stock  | 4              |
| Nonqualified Stock Options                 | \$ 16.67   | 01/03/2006                           |  | M                              |   | 3,303,358 | <sup>(4)</sup>   | 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. 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.