DELL INC
Form 4
October 31, 2013

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Haas Marius	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) ONE DELL WAY	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2013	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) President
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	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) (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/29/2013		D		52,463 (1)	D	$ 13.75	0	D	
Common Stock	10/29/2013		D		203,921 (2)	D	$ 13.75	0	D	

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

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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Nonqualified Stock Options	$ 10.83	10/29/2013		D			140,846 (3)	(4)	09/15/2022	Common Stock	140

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haas Marius ONE DELL WAY ROUND ROCK, TX 78682			President	

Signatures

/s/ Janet B. Wright, Attorney-in-Fact	10/31/2013
**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).

(1)   Pursuant to the Agreement and Plan of Merger, dated as of February 5, 2013, as amended (the "Merger Agreement"), among Dell Inc. (the "Company"), Denali Holding Inc., Denali Intermediate Inc. and Denali Acquiror Inc., these shares were canceled and converted into the right to receive $13.75 in cash, without interest, less any applicable withholding taxes.

(2)   Represents 203,921 unvested restricted stock units. Pursuant to the Merger Agreement, these restricted stock units were canceled and converted into the right to receive $13.75 per share subject to such restricted stock units, less any applicable withholding taxes, payable on the date such restricted stock units otherwise would have vested, subject to certain conditions.

(3)   These options to purchase shares of the Company's common stock were tendered by the reporting person to the Company in the Offer to Purchase for Cash Outstanding Options to Purchase Common Stock Under the Dell Inc. 2012 Long-Term Incentive Plan and the Dell Inc. Amended and Restated 2002 Long-Term Incentive Plan, which offer expired on October 29, 2013.

(4)   Of the 140,846 options, 46,958 were fully exercisable as of October 29, 2013. The remainder would have vested as follows: 46,944 on September 15, 2014 and 46,944 on September 15, 2015.

(5)   Each tendered option was canceled in exchange for the right to receive cash consideration, less any applicable withholding taxes, equal to (a) the number of shares of the Company's common stock underlying the option multiplied by (b) an amount equal to (i) the excess of $13.75 over the per share exercise price of the option if the per share exercise price was $13.05 or less, (ii) $0.70 if the per share exercise price of the option was $13.06 to $15.50, (iii) $0.40 if the per share exercise price of the option was $15.51 to $20.00, (iv) $0.20 if the per share exercise price of the option was $20.01 to $25.00, and (v) $0.10 if the per share exercise price of the option was $25.01 to $50.00. Notwithstanding the foregoing, pursuant to the terms of the offer, if any option holder elected to participate in the offer, in no event would

the holder receive less than $300 for each option grant validly tendered and not withdrawn, less any applicable withholding taxes.

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.

Explanation of Responses: 3