DELL INC
Form 4
October 31, 2013

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARKE JEFFREY W

(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)
10/29/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice Chairman and President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	10/29/2013		D		488,557 (1)	D	$ 13.75	0	D	
Common Stock	10/29/2013		D		690 (1)	D	$ 13.75	0	I	By 401(k) Plan
Common Stock	10/29/2013		D		95,886 (2)	D	$ 13.75	0	D	

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

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number.

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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Numb Share
Nonqualified Stock Options	$ 32.985	10/29/2013		D			150,000 (3)	(4)	03/04/2014	Common Stock	150
Nonqualified Stock Options	$ 35.35	10/29/2013		D			150,000 (3)	(4)	09/02/2014	Common Stock	150
Nonqualified Stock Options	$ 40.17	10/29/2013		D			200,000 (3)	(4)	03/03/2015	Common Stock	200
Nonqualified Stock Options	$ 28.95	10/29/2013		D			245,000 (3)	(4)	03/09/2016	Common Stock	245
Nonqualified Stock Options	$ 22.275	10/29/2013		D			312,303 (3)	(4)	03/08/2017	Common Stock	312
Nonqualified Stock Options	$ 19.67	10/29/2013		D			309,453 (3)	(4)	03/04/2018	Common Stock	309
Nonqualified Stock Options	$ 8.39	10/29/2013		D			595,948 (3)	(4)	03/05/2019	Common Stock	595
Nonqualified Stock Options	$ 14.99	10/29/2013		D			291,862 (3)	(4)	03/26/2020	Common Stock	291
Nonqualified Stock Options	$ 15.44	10/29/2013		D			323,476 (3)	(6)	03/02/2021	Common Stock	323

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

CLARKE JEFFREY W
ONE DELL WAY
ROUND ROCK, TX 78682

Vice Chairman and 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 95,886 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) Options were fully exercisable as of October 29, 2013.

(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.

(6) Of the 323,476 options, 215,662 were fully exercisable as of October 29, 2013. The remaining 107,814 options would have vested on March 2, 2014.

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