

DELL INC
Form 4
October 31, 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 *
DELL MICHAEL S

(Last) (First) (Middle)

C/O DELL INC., 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
 Officer (give title below) Other (specify below)
Chairman and CEO

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 | 10/29/2013 | | J ⁽¹⁾ | | 246,314,551 | D | (1) 0 |
| Common Stock | 10/29/2013 | | J ⁽¹⁾ | | 26,984,832 | D | (1) 0 |
| Common Stock | 10/29/2013 | | D ⁽³⁾ | | 33,582 | D | (3) 0 |

Spouse's Property Trust ⁽²⁾
By 401(k) Plan

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

SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| DELL MICHAEL S C/O DELL INC. ONE DELL WAY ROUND ROCK, TX 78682 | X | | Chairman and CEO | |

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).

- Pursuant to the Rollover and Equity Financing Commitment Letter, dated February 5, 2013, as amended (the "MD Commitment Letter"), among the reporting person and his spouse's separate property trust (the "MD Investors") and Denali Holding Inc. ("Parent"), the MD Investors contributed these shares to Parent (the "Rollover") in exchange for a number of shares of Parent's common stock calculated in accordance with the MD Commitment Letter, and effective as of the effective time of the merger contemplated by the Agreement and Plan of Merger, dated as of February 5, 2013, as amended (the Merger Agreement"), among Dell Inc., Parent, Denali Intermediate Inc. and Denali Acquiror Inc. For the purposes of the Rollover, the MD Investors' shares were valued at \$12.51 per share.
- (1) Pursuant to the Rollover and Equity Financing Commitment Letter, dated February 5, 2013, as amended (the "MD Commitment Letter"), among the reporting person and his spouse's separate property trust (the "MD Investors") and Denali Holding Inc. ("Parent"), the MD Investors contributed these shares to Parent (the "Rollover") in exchange for a number of shares of Parent's common stock calculated in accordance with the MD Commitment Letter, and effective as of the effective time of the merger contemplated by the Agreement and Plan of Merger, dated as of February 5, 2013, as amended (the Merger Agreement"), among Dell Inc., Parent, Denali Intermediate Inc. and Denali Acquiror Inc. For the purposes of the Rollover, the MD Investors' shares were valued at \$12.51 per share.
 - (2) Pursuant to Rule 16a-1, Mr. Dell declares that filing this Form is not an admission of his beneficial ownership of these shares.
 - (3) Pursuant to the Merger Agreement, these shares were canceled and converted into the right to receive \$13.75 in cash, without interest, 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.

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