

DELL INC
Form 4
September 08, 2005

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 *
HAMLIN JOHN 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)
09/07/2005

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)

Senior Vice 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 | 09/07/2005 | | M | | 30,000 | A | \$ 22.1 | 30,000 | I | Family L.P. |
| Common Stock | 09/07/2005 | | M | | 1,000 | A | \$ 24.09 | 31,000 | I | Family L.P. |
| Common Stock | 09/07/2005 | | M | | 40,000 | A | \$ 25.45 | 71,000 | I | Family L.P. |
| Common Stock | 09/07/2005 | | S | | 71,000 | D | \$ 35.356 | 0 | I | Family L.P. |
| Common Stock | | | | | | | | 49,310 ⁽¹⁾ | D | |

| | | | |
|-----------------|-----|---|----------------------------|
| Common Stock | 785 | I | Employer 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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Nonqualified Stock Options | \$ 24.09 | 09/07/2005 | | M | 1,000 | 06/18/2006 06/18/2011 | Common Stock | 1,000 |
| Nonqualified Stock Options | \$ 22.1 | 09/07/2005 | | M | 30,000 | 09/06/2006 09/06/2011 | Common Stock | 30,000 |
| Nonqualified Stock Options | \$ 25.45 | 09/07/2005 | | M | 40,000 | ⁽²⁾ 09/05/2012 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMLIN JOHN S ONE DELL WAY ROUND ROCK, TX 78682 | | | Senior Vice President | |

Signatures

/s/ THOMAS H. WELCH, JR. 09/08/2005

**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) Represents 9,310 unrestricted shares and 40,000 shares of restricted stock lapsing as follows: 10,000 on 6/18/06 and 10,000 shares on 3/6 of 2006-2008.
- (2) Exercisable as follows: 40,000 shares on 9/5 of 2006 and 2007.

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.