

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

OMB APPROVAL

OMB
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(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)
Common Stock	10/29/2013		J ⁽¹⁾	246,314,551	D <u>(1)</u> 0	D	
Common Stock	10/29/2013		J ⁽¹⁾	26,984,832	D <u>(1)</u> 0	I	Spouse's Property Trust ⁽²⁾
Common Stock	10/29/2013		D ⁽³⁾	33,582	D <u>(3)</u> 0	I	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 Beneficially Owned Following Reported 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 Rule 16a-1, Mr. Dell declares that filing this Form is not an admission of his beneficial ownership of these shares.
- (2) 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.
- (3)

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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