

DELL INC
Form 3
February 10, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MOTT RANDALL D | | (Month/Day/Year) | DELL INC [DELL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/31/2005 | | |
| ONE DELL WAY | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| ROUND ROCK,Â TXÂ 78682 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,845 | I | Employer 401(k) Plan |
| Common Stock | 146,791 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Nonqualified Stock Options | Â <u>(2)</u> | 02/28/2010 | Common Stock | 280,000 | \$ 40.3125 | D | Â |
| Nonqualified Stock Options | Â <u>(3)</u> | 08/22/2010 | Common Stock | 100,000 | \$ 37.5938 | D | Â |
| Nonqualified Stock Options | Â <u>(4)</u> | 08/22/2010 | Common Stock | 100,000 | \$ 37.5938 | D | Â |
| Nonqualified Stock Options | Â <u>(5)</u> | 02/12/2011 | Common Stock | 40,000 | \$ 22.9375 | D | Â |
| Nonqualified Stock Options | Â <u>(2)</u> | 03/23/2011 | Common Stock | 83,953 | \$ 21.7187 | D | Â |
| Nonqualified Stock Options | Â <u>(6)</u> | 04/03/2011 | Common Stock | 20,000 | \$ 23.5313 | D | Â |
| Nonqualified Stock Options | Â <u>(7)</u> | 06/18/2011 | Common Stock | 280,000 | \$ 24.09 | D | Â |
| Nonqualified Stock Options | Â <u>(8)</u> | 09/06/2011 | Common Stock | 60,000 | \$ 22.1 | D | Â |
| Nonqualified Stock Options | Â <u>(9)</u> | 03/07/2012 | Common Stock | 150,000 | \$ 27.64 | D | Â |
| Nonqualified Stock Options | Â <u>(2)</u> | 03/22/2012 | Common Stock | 33,520 | \$ 21.388 | D | Â |
| Nonqualified Stock Options | Â <u>(10)</u> | 09/05/2012 | Common Stock | 60,000 | \$ 25.45 | D | Â |
| Nonqualified Stock Options | Â <u>(11)</u> | 03/06/2013 | Common Stock | 100,000 | \$ 26.185 | D | Â |
| Nonqualified Stock Options | Â <u>(12)</u> | 09/04/2013 | Common Stock | 100,000 | \$ 34.24 | D | Â |
| Nonqualified Stock Options | Â <u>(13)</u> | 03/04/2014 | Common Stock | 100,000 | \$ 32.985 | D | Â |
| Nonqualified Stock Options | Â <u>(14)</u> | 09/02/2014 | Common Stock | 100,000 | \$ 35.35 | D | Â |
| Call Options (Obligation to Sell) | 01/04/2005 | 05/20/2005 | Common Stock | 30,600 | \$ 40 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | Â | Â | Â Senior Vice President | Â |

MOTT RANDALL D
ONE DELL WAY
ROUND ROCK, TX 78682

Signatures

/s/ Thomas H. Welch, Jr.
Attorney-in-Fact

02/10/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 32,291 non-restricted shares and 114,500 shares of restricted stock scheduled to vest as follows: 31,500 shares on 2/28 of 2005 through 2007 and 10,000 shares on 6/18 of 2005 and 2006.
 - (2) Currently exercisable
 - (3) Exercisable as follows: 40,000 shares currently exercisable and 20,000 shares on 8/22 of 2005 through 2007.
 - (4) Exercisable as follows: 80,000 shares currently exercisable and 20,000 shares on 8/22/2005.
 - (5) Exercisable as follows: 20,000 shares on 2/12 of 2005 and 2006.
 - (6) Exercisable as follows: 10,000 shares on 4/3 of 2005 and 2006.
 - (7) Exercisable as follows: 140,000 shares currently exercisable and 70,000 shares on 6/18 of 2005 and 2006.
 - (8) Exercisable as follows: 30,000 shares on 9/6 of 2005 and 2006.
 - (9) Exercisable as follows: 60,000 shares currently exercisable and 30,000 shares on 3/7 of 2005 through 2007.
 - (10) Exercisable as follows: 20,000 shares on 9/5 of 2005 through 2007.
 - (11) Exercisable as follows: 20,000 shares currently exercisable and 20,000 shares on 3/6 of 2005 through 2008.
 - (12) Exercisable as follows: 20,000 shares currently exercisable and 20,000 shares on 9/4 of 2005 through 2008.
 - (13) Exercisable as follows: 20,000 shares on 3/4 of 2005 through 2009.
 - (14) Exercisable as follows: 20,000 shares on 9/2 of 2005 through 2009.

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.