

DELL INC
Form 4
March 07, 2005

FORM 4

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

OMB APPROVAL

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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 *
PARRA ROSENDO G

(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)
03/03/2005

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)
Senior Vice President

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 | 03/07/2005 | | M | 48,332 A \$ 30.43 | 48,332 | I | Family L.P. |
| Common Stock | 03/07/2005 | | M | 40,000 A \$ 22.9375 | 88,332 | I | Family L.P. |
| Common Stock | 03/07/2005 | | M | 40,000 A \$ 22.1 | 128,332 | I | Family L.P. |
| Common Stock | 03/07/2005 | | M | 30,000 A \$ 26.185 | 158,332 | I | Family L.P. |
| Common Stock | 03/07/2005 | | S | 22,000 D \$ 40.63 | 136,332 | I | Family L.P. |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|-------------|
| Common Stock | 03/07/2005 | S | 20,000 | D | \$ 40.65 | 116,332 | I | Family L.P. |
| Common Stock | 03/07/2005 | S | 16,000 | D | \$ 40.66 | 100,332 | I | Family L.P. |
| Common Stock | 03/07/2005 | S | 10,000 | D | \$ 40.67 | 90,332 | I | Family L.P. |
| Common Stock | 03/07/2005 | S | 55,000 | D | \$ 40.73 | 35,332 | I | Family L.P. |
| Common Stock | 03/07/2005 | S | 35,332 | D | \$ 40.77 | 0 | I | Family L.P. |
| Common Stock | | | | | | 195,105 | D | |
| Common Stock | | | | | | 18,115 | I | 401(k) Plan |
| Common Stock | | | | | | 15,000 | I | Spouse |

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Nonqualified Stock Options | \$ 30.43 | 03/07/2005 | | M | | 48,332 | <u>(1)</u> | 03/26/2009 | Common Stock |
| Nonqualified Stock Options | \$ 22.9375 | 03/07/2005 | | M | | 40,000 | | 02/12/2006 02/12/2011 | Common Stock |
| Nonqualified Stock Options | \$ 22.1 | 03/07/2005 | | M | | 40,000 | <u>(2)</u> | 09/06/2011 | Common Stock |
| Nonqualified Stock | \$ 26.185 | 03/07/2005 | | M | | 30,000 | <u>(3)</u> | 03/06/2013 | Common Stock |

Options

Nonqualified

| | | | | | | | |
|-------|----------|------------|---|---------|-----|------------|-----------------|
| Stock | \$ 40.17 | 03/03/2005 | A | 200,000 | (4) | 03/03/2015 | Common Stock |
|-------|----------|------------|---|---------|-----|------------|-----------------|

Reporting Owners

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

Signatures

| | |
|--|------------|
| /s/ Thomas H. Welch, Jr. Attorney-in-Fact | 03/07/2005 |
|--|------------|

**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) Currently exercisable
- (2) Exercisable as follows: 40,000 shares on 9/6 of 2005 and 2006.
- (3) Exercisable as follows: 30,000 shares on 3/6 of 2006-2008.
- (4) Exercisable as follows: 40,000 shares on 3/3 of 2006-2010.

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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