

CLARKE JEFFREY W

Form 4

March 08, 2005

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CLARKE JEFFREY W**

(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)  
**03/07/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/07/2005                              |                                                             | M                                    | 34,064 A                                                                | \$ 28.9 94,535                                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/07/2005                              |                                                             | M                                    | 11,801 A                                                                | \$ 22.9375 106,336                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/07/2005                              |                                                             | M                                    | 60,000 A                                                                | \$ 27.64 166,336                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/07/2005                              |                                                             | M                                    | 90,000 A                                                                | \$ 26.185 256,336                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/07/2005                              |                                                             | S                                    | 65,000 D                                                                | \$ 40.76 191,336                                                                                                   | D                                                                       |                                                                   |

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|              |            |   |        |   |          |                       |   |             |
|--------------|------------|---|--------|---|----------|-----------------------|---|-------------|
| Common Stock | 03/07/2005 | S | 50,000 | D | \$ 40.73 | 141,336               | D |             |
| Common Stock | 03/07/2005 | S | 80,865 | D | \$ 40.73 | 60,471                | D |             |
| Common Stock | 03/07/2005 | F | 2,681  | D | \$ 40.59 | 57,790 <sup>(1)</sup> | D |             |
| Common Stock |            |   |        |   |          | 14                    | I | 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.**

SEC 1474  
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Nonqualified Stock Options                 | \$ 28.9                                                | 03/07/2005                           |                                                    | M                              | 34,064                                                                                  | 07/17/2005 07/17/2008                                    | Common Stock 34,064                                         |
| Nonqualified Stock Options                 | \$ 22.9375                                             | 03/07/2005                           |                                                    | M                              | 11,801                                                                                  | 02/12/2006 02/12/2011                                    | Common Stock 11,801                                         |
| Nonqualified Stock Options                 | \$ 27.64                                               | 03/07/2005                           |                                                    | M                              | 60,000                                                                                  | <sup>(2)</sup> 03/07/2012                                | Common Stock 60,000                                         |
| Nonqualified Stock Options                 | \$ 26.185                                              | 03/07/2005                           |                                                    | M                              | 90,000                                                                                  | <sup>(3)</sup> 03/06/2013                                | Common Stock 90,000                                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

CLARKE JEFFREY W  
ONE DELL WAY  
ROUND ROCK, TX 78682

Senior Vice President

## Signatures

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

03/08/2005

\_\_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 25,290 unrestricted shares and 32,500 restricted shares vesting as follows: 10,000 shares on 3/6 of 2006 through 2008 and 2,500 on 8/31 of 2005.
- (2) Exercisable as follows: 20,000 shares on 3/7 of 2006 through 2007.
- (3) Exercisable as follows: 90,000 shares on 3/6 of 2006 through 2008.

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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