**DELL INC** Form 4 July 08, 2005

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * CARTY DONALD J |         |          | Issuer Name <b>and</b> Ticker or Trading     Symbol     DELL INC [DELL] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |
|--|---------|----------|---|--|--|--|
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction   | (Check an applicable)  |  |  |
| ONE DELL WAY   |         |          | (Month/Day/Year)<br>07/06/2005  | _X_ Director 10% Owner<br>Officer (give title Other (specify below)                                  |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Chec   |  |  |
| ROUND ROCK, TX 78682                                     |         |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| (City)                               | (State)                              | (Zip) Tab   | le I - Non-                            | Derivative                              | Secui   | rities Acquir | ed, Disposed of,   | or Beneficiall   | y Owned   |
|--------------------------------------|--------------------------------------|---|--|---|---------|---------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>or Dispos<br>(Instr. 3, 4 | ed of ( | ` '           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock                      | 07/06/2005                           |   | M                                      | 60,000                                  | A       | \$ 1.1611     | 63,559   | D  |   |
| Common<br>Stock                      | 07/06/2005                           |   | S                                      | 60,000                                  | D       | \$<br>39.8416 | 3,559 (1)  | D  |   |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: DELL INC - Form 4

| Derivative Security (Instr. 3)   | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | SA. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Transacti<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date Und |                    | Underlying S    | . Title and Amount Jnderlying Securitie Instr. 3 and 4) |  |
|----------------------------------|---|--------------------------------------|---|---------------------------------|---|---------------------|--------------------|-----------------|---|--|
|                                  |   |                                      |   | Code V                          | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amour<br>or<br>Number<br>of Shar                        |  |
| Nonqualified<br>Stock<br>Options | \$ 1.16   | 07/06/2005                           |   | M                               | 60,000  | (2)                 | 08/24/2005         | Common<br>Stock | 60,00   |  |

## **Reporting Owners**

| Reporting Owner Name / Address                         | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| •  | Director      | 10% Owner | Officer | Other |  |  |  |
| CARTY DONALD J<br>ONE DELL WAY<br>ROUND ROCK, TX 78682 | X             |           |         |       |  |  |  |

### **Signatures**

/s/ Thomas H. Welch, Jr. 07/08/2005 Attorney-in-Fact

\*\*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 1,686 unrestricted shares and 1,873 restricted shares vesting as follows: 374 shares on 7/16 of 2005 and 2007 and 375 shares on 7/16 of 2006, 2008 and 2009.
- (2) Currently exercisable.

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.

Reporting Owners 2