

DELL INC
Form 4
May 26, 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 *
MOTT RANDALL D

(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)
05/24/2005

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 or Price		
Common Stock	05/24/2005		M		20,000 A \$ 22.9375	D	
Common Stock	05/24/2005		M		10,000 A \$ 23.5313	D	
Common Stock	05/24/2005		S		170,000 D \$ 39.9455	D	
Common Stock	05/24/2005		M		140,000 A \$ 24.09	D	
Common Stock	05/25/2005		M		40,000 A \$ 26.185	D	

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Common Stock 05/25/2005 S 40,000 D \$ 39.9375 214,950 ⁽¹⁾ D

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

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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) (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 Am Num Sha
Nonqualified Stock Options	\$ 22.9375	05/24/2005		M	20,000	02/12/2006 02/12/2011	Common Stock 20
Nonqualified Stock Options	\$ 23.5313	05/24/2005		M	10,000	04/03/2006 04/03/2011	Common Stock 10
Nonqualified Stock Options	\$ 24.09	05/24/2005		M	140,000	⁽²⁾ 06/18/2011	Common Stock 14
Nonqualified Stock Options	\$ 26.185	05/25/2005		M	40,000	⁽³⁾ 03/06/2013	Common Stock 40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOTT RANDALL D ONE DELL WAY ROUND ROCK, TX 78682			Senior Vice President	

Signatures

/s/ Thomas H. Welch, Jr. 05/26/2005
Attorney-in-Fact Date

**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 131,950 unrestricted shares and 83,000 restricted shares vesting as follows: 31,500 shares on 2/28 of 2006 and 2007 and 10,000 shares on 6/18 of 2005 and 2006.
- (2) Exercisable as follows: 70,000 shares on 6/18 of 2005 and 2006.
- (3) Exercisable as follows: 20,000 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. 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.