

DELL INC
Form 4
October 31, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sweet Thomas 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)
10/29/2013

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)

Chief Accounting Officer

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/29/2013 | | D | | 188,625 (1) | D | |
| Common Stock | 10/29/2013 | | D | | 79,205 (2) | D | |
| Common Stock | 10/29/2013 | | J | (3) | 13,979 (3) | D | |

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

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number.

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 |
| Nonqualified Stock Options | \$ 32.985 | 10/29/2013 | | D | 49,720 (4) | (5) 03/04/2014 | 03/04/2014 | Common Stock | 49,720 |
| Nonqualified Stock Options | \$ 35.35 | 10/29/2013 | | D | 20,680 (4) | (5) 09/02/2014 | 09/02/2014 | Common Stock | 20,680 |
| Nonqualified Stock Options | \$ 40.17 | 10/29/2013 | | D | 36,400 (4) | (5) 03/03/2015 | 03/03/2015 | Common Stock | 36,400 |
| Nonqualified Stock Options | \$ 19.67 | 10/29/2013 | | D | 150,306 (4) | (5) 03/04/2018 | 03/04/2018 | Common Stock | 150,306 |
| Nonqualified Stock Options | \$ 8.39 | 10/29/2013 | | D | 108,134 (4) | (5) 03/05/2019 | 03/05/2019 | Common Stock | 108,134 |
| Nonqualified Stock Options | \$ 14.99 | 10/29/2013 | | D | 60,874 (4) | (5) 03/26/2020 | 03/26/2020 | Common Stock | 60,874 |
| Nonqualified Stock Options | \$ 15.44 | 10/29/2013 | | D | 131,007 (4) | (7) 03/02/2021 | 03/02/2021 | Common Stock | 131,007 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sweet Thomas W ONE DELL WAY ROUND ROCK, TX 78682 | | | Chief Accounting Officer | |

Signatures

/s/ Janet B. Wright, Attorney
in Fact

10/31/2013

__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).

Pursuant to the Agreement and Plan of Merger, dated as of February 5, 2013, as amended (the "Merger Agreement"), among Dell Inc. (the "Company"), Denali Holding Inc. ("Parent"), Denali Intermediate Inc. and Denali Acquiror Inc., these shares were canceled and converted into the right to receive \$13.75 in cash, without interest, less any applicable withholding taxes.

(1) Represents 79,205 unvested restricted stock units. Pursuant to the Merger Agreement, these restricted stock units were canceled and converted into the right to receive \$13.75 per share subject such restricted stock units, less any applicable withholding taxes, payable on the date such restricted stock units otherwise would have vested, subject to certain conditions.

(2) Represents 13,979 unvested restricted stock units. Pursuant to an agreement between the reporting person and Parent, these restricted stock units were converted into an equal number of restricted stock units of Parent, effective as of the effective time of the Merger contemplated by the Merger Agreement.

(3) These options to purchase shares of the Company's common stock were tendered by the reporting person to the Company in the Offer to Purchase for Cash Outstanding Options to Purchase Common Stock Under the Dell Inc. 2012 Long-Term Incentive Plan and the Dell Inc. Amended and Restated 2002 Long-Term Incentive Plan, which offer expired on October 29, 2013.

(4) Options were fully exercisable as of October 29, 2013.

Each tendered option was canceled in exchange for the right to receive cash consideration, less any applicable withholding taxes, equal to (a) the number of shares of the Company's common stock underlying the option multiplied by (b) an amount equal to (i) the excess of \$13.75 over the per share exercise price of the option if the per share exercise price was \$13.05 or less, (ii) \$0.70 if the per share exercise price of the option was \$13.06 to \$15.50, (iii) \$0.40 if the per share exercise price of the option was \$15.51 to \$20.00, (iv) \$0.20 if the per share exercise price of the option was \$20.01 to \$25.00, and (v) \$0.10 if the per share exercise price of the option was \$25.01 to \$50.00. Notwithstanding the foregoing, pursuant to the terms of the offer, if any option holder elected to participate in the offer, in no event would the holder receive less than \$300 for each option grant validly tendered and not withdrawn, less any applicable withholding taxes.

(5) Of the 131,007 options, 87,343 were fully exercisable as of October 29, 2013. The remaining 43,664 options would have vested on March 2, 2014.

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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