

DELL INC  
Form S-8 POS  
October 20, 2003

As filed with the Securities and Exchange Commission on October 20, 2003

Registration No. 333-66415

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

Post-Effective Amendment No. 1  
to

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**DELL INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**74-2487834**  
(I.R.S. Employer  
Identification No.)

**One Dell Way**  
**Round Rock, Texas 78682**  
(Address of principal executive offices, including zip code)

**DELL COMPUTER CORPORATION**  
**1998 BROAD-BASED STOCK OPTION PLAN**

(Full title of the plan)

**Thomas B. Green**  
**Senior Vice President, Law and**  
**Administration**  
**Dell Inc.**  
**One Dell Way**  
**Round Rock, Texas 78682**  
**(512) 338-4400**

(Name, address and telephone number, including  
area code, of agent for service)

*Copies to:*  
**Thomas H. Welch, Jr.**  
**Vice President Legal**  
**Dell Inc.**  
**One Dell Way**  
**Round Rock, Texas 78682**

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This Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-66415 (the "Registration Statement"), is being filed to deregister certain shares of common stock, \$.01 par value per share (the "Common Stock"), of Dell Inc. (formerly Dell Computer Corporation) (the "Company") that were registered for issuance pursuant to awards granted under the Dell Computer Corporation 1998 Broad-Based Stock Option Plan (the "Plan"). The Registration Statement registered 14,000,000 shares of Common Stock issuable under the Plan. Awards relating to an aggregate of 9,500,000 shares of Common Stock registered under the Registration Statement have been issued to participants. The Company has ceased issuing awards under the Plan and no additional awards will be issued thereunder. The Registration Statement is hereby amended to deregister the remaining 4,500,000 shares of Common Stock that will not be subject to awards under the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and the provisions of Rule 478 promulgated thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Austin, Texas on October 16, 2003.

DELL INC

By: /s/ THOMAS B. GREEN

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*Thomas B. Green, Senior Vice  
President, Law and Administration,  
as Agent for Service*