

DELL INC
Form 3/A
May 06, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MOTT RANDALL D | | (Month/Day/Year) | DELL INC [DELL] | |
| (Last) | (First) | (Middle) | 01/31/2005 | |
| ONE DELL WAY | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 02/10/2005 |
| ROUND ROCK, Â TX Â 78682 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | Senior Vice President | |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 224,143 ⁽¹⁾ | D | Â |
| Common Stock | 2,845 | I | Employer 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|----------------------------|------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Nonqualified Stock Options | Â (2) | 02/28/2010 | Common Stock | 280,000 | \$ 40.3125 | D | Â |
| Nonqualified Stock Options | Â (3) | 08/22/2010 | Common Stock | 100,000 | \$ 37.5938 | D | Â |
| Nonqualified Stock Options | Â (4) | 08/22/2010 | Common Stock | 100,000 | \$ 37.5938 | D | Â |
| Nonqualified Stock Options | Â (5) | 02/12/2011 | Common Stock | 40,000 | \$ 22.9375 | D | Â |
| Nonqualified Stock Options | Â (2) | 03/23/2011 | Common Stock | 83,953 | \$ 21.7187 | D | Â |
| Nonqualified Stock Options | Â (6) | 04/03/2011 | Common Stock | 20,000 | \$ 23.5313 | D | Â |
| Nonqualified Stock Options | Â (7) | 06/18/2011 | Common Stock | 280,000 | \$ 24.09 | D | Â |
| Nonqualified Stock Options | Â (8) | 09/06/2011 | Common Stock | 60,000 | \$ 22.1 | D | Â |
| Nonqualified Stock Options | Â (9) | 03/07/2012 | Common Stock | 150,000 | \$ 27.64 | D | Â |
| Nonqualified Stock Options | Â (2) | 03/22/2012 | Common Stock | 33,520 | \$ 21.388 | D | Â |
| Nonqualified Stock Options | Â (10) | 09/05/2012 | Common Stock | 60,000 | \$ 25.45 | D | Â |
| Nonqualified Stock Options | Â (11) | 03/06/2013 | Common Stock | 100,000 | \$ 26.185 | D | Â |
| Nonqualified Stock Options | Â (12) | 09/04/2013 | Common Stock | 100,000 | \$ 34.24 | D | Â |
| Nonqualified Stock Options | Â (13) | 03/04/2014 | Common Stock | 100,000 | \$ 32.985 | D | Â |
| Nonqualified Stock Options | Â (14) | 09/02/2014 | Common Stock | 100,000 | \$ 35.35 | D | Â |

Reporting Owners

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

Signatures

/s/ THOMAS H. WELCH, JR.
Attorney-in-Fact

05/05/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 109,643 non-restricted shares and 114,500 shares of restricted stock vesting as follows: 31,500 shares on 2/28 of 2005 through 2007 and 10,000 shares on 6/18 of 2005 and 2006.
- (2) Currently exercisable
- (3) Exercisable as follows: 40,000 shares currently exercisable and 20,000 shares on 8/22 of 2005 through 2007.
- (4) Exercisable as follows: 80,000 shares currently exercisable and 20,000 shares on 8/22/05.
- (5) Exercisable as follows: 20,000 shares on 2/12 of 2005 and 2006.
- (6) Exercisable as follows: 10,000 shares on 4/3 of 2005 through 2006.
- (7) Exercisable as follows: 140,000 shares currently exercisable and 70,000 shares on 6/18 of 2005 through 2006.
- (8) Exercisable as follows 30,000 shares on 9/6 of 2005 and 2006.
- (9) Exercisable as follows: 60,000 shares currently exercisable and 30,000 shares on 3/7 of 2005 through 2007.
- (10) Exercisable as follows: 20,000 shares on 9/5 of 2005 through 2007.
- (11) Exercisable as follows: 20,000 shares currently exercisable and 20,000 shares on 3/6 of 2005 through 2008.
- (12) Exercisable as follows: 20,000 shares currently exercisable and 20,000 shares on 9/4 of 2005 through 2008.
- (13) Exercisable as follows: 20,000 shares on 3/4 of 2005 through 2009.
- (14) Exercisable as follows: 20,000 shares on 9/2 of 2005 through 2009.

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.