

SCHUCKENBROCK STEPHEN FRANCIS

Form 4

March 15, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**SCHUCKENBROCK STEPHEN
FRANCIS**

(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)
03/15/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price
Common Stock	03/15/2012		M		395,948	A	\$ 8.39
					1,049,053		D
Common Stock	03/15/2012		M		108,428	A	\$ 14.99
					1,157,481		D
Common Stock	03/15/2012		M		123,254	A	\$ 15.44
					1,280,735		D
Common Stock	03/15/2012		S		952,480	D	\$ 17.2503
					328,255 ⁽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 Underlying Security (Instr. 3 and 4)	8. Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount Number Share
Nonqualified Stock Options	\$ 8.39	03/14/2012		M	395,948	<u>(2)</u> 03/05/2019	Common Stock	395,948
Nonqualified Stock Options	\$ 14.99	03/15/2012		M	108,428	<u>(3)</u> 03/26/2020	Common Stock	108,428
Nonqualified Stock Options	\$ 15.44	03/15/2012		M	123,254	<u>(4)</u> 03/02/2021	Common Stock	123,254

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUCKENBROCK STEPHEN FRANCIS ONE DELL WAY ROUND ROCK, TX 78682			President	

Signatures

/s/ Janet B. Wright,
Attorney-in-Fact 03/16/2012

**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 restricted stock units vesting as follows: 93,666 units on 3/26/2012, 30,255 units on 7/13/2012, 30,245 units on 7/13 of 2013 and 2014, 48,908 units on 3/1/2013 and 47,468 units on 3/1 of 2014 and 2015.
- (2) Currently exercisable.

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(3) Exercisable as follows: 108,395 shares on 3/26/12 and 108,394 shares on 3/26/13.

(4) Exercisable as follows: 123,216 shares on 3/2 of 2013 and 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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