CLARKE JEFFREY W Form 4/A

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

March 25, 2013

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### 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

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person **CLARKE JEFFREY W | 2. Issuer Name <b>and</b> Ticker or Trading Symbol              | 5. Relationship of Reporting Person(s) to Issuer                                      |  |  |  |
|--|---|---|--|--|--|
| (Last) (First) (Middle)                                    | DELL INC [DELL]  3. Date of Earliest Transaction                | (Check all applicable)  Director 10% Owner _X_ Officer (give title Other (specibelow) |  |  |  |
| ONE DELL WAY   | (Month/Day/Year)<br>02/18/2013                                  |   |  |  |  |
| (Street) ROUND ROCK, TX 78682                              | 4. If Amendment, Date Original Filed(Month/Day/Year) 02/19/2013 |   |  |  |  |
| (City) (State) (Zin)                                       |   | Person  |  |  |  |

| (               | City)                   | (State) (2                           | Table                         | I - Non-De         | erivative S         | Securi     | ties Ac  | quired, Disposed   | of, or Beneficial          | ly Owned              |  |
|-----------------|-------------------------|--------------------------------------|-------------------------------|--------------------|---------------------|------------|----------|--|----------------------------|-----------------------|--|
| 1.Titl<br>Secur |                         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio   | 4. SecurionAcquired |            | r        | 5. Amount of Securities  | 6. Ownership Form: Direct  | 7. Nature of Indirect |  |
| (Instr          | . 3)                    |                                      | any                           | Code               | Disposed            | of (D      | )        | Beneficially   | (D) or                     | Beneficial            |  |
|                 |                         |                                      | (Month/Day/Year)              | (Instr. 8)  Code V | (Instr. 3,          | (A) or (D) | 5) Price | Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | Indirect (I)<br>(Instr. 4) | Ownership (Instr. 4)  |  |
| Com             | mon<br>k <sup>(1)</sup> | 02/18/2013                           |                               | A                  | 0                   | A          | \$0      | 629,380 (2)  | D                          |                       |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exer | cisable and | 7. Title | e and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D | ate         | Amou     | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/  | Year)       | Under    | lying    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e            |             | Securi   | ties     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |              |             | (Instr.  | 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |              |             |          |          |             | Follo  |
|             | ·           |                     |                    |            | (A) or     |              |             |          |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |              |             |          |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |              |             |          |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |              |             |          |          |             | Ì      |
|             |             |                     |                    |            | 4, and 5)  |              |             |          |          |             |        |
|             |             |                     |                    |            |            |              |             |          |          |             |        |
|             |             |                     |                    |            |            |              |             |          | Amount   |             |        |
|             |             |                     |                    |            |            | Date         | Expiration  |          | or       |             |        |
|             |             |                     |                    |            |            | Exercisable  | Date        | Title    | Number   |             |        |
|             |             |                     |                    |            |            | 2            | 2           |          | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |              |             |          | Shares   |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CLARKE JEFFREY W ONE DELL WAY ROUND ROCK, TX 78682

Vice Chairman

## **Signatures**

/s/ Janet B. Wright, 03/25/2013 Attorney-n-Fact

\*\*Signature of Reporting Person

### **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) The grant reported on the Form 4 filed on February 19, 2013, was an error. The grant was originally reported on March 26, 2010.
- Represents 401,480 unrestricted shares and 227,900 restricted stock units vesting as follows: 84,056 units on 3/26/2013, 47,958 units vested on 3/1/2013, 47,943 units will vest on 3/1 of 2014 and 2015.

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.

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