

DELL INC
Form 5
March 01, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
PARRA ROSENDO G

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
DELL INC [DELL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

ONE DELL WAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

ROUND ROCK, TX 78682

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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SEC 2270 (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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title a Underlyi (Instr. 3) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--------------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--------------------------------|

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| | Derivative Security | (Instr. 3, 4, and 5) | | | | | | Expiration Date | Title |
|----------------------------|---------------------|----------------------|---|------------------|---------|------------------|------------------|-----------------|--------------|
| | | | | (A) | (D) | Date Exercisable | | | |
| Nonqualified Stock Options | \$ 32.985 | 11/22/2004 | Â | G ⁽¹⁾ | Â | 150,000 | Â ⁽²⁾ | 03/04/2014 | Common Stock |
| Nonqualified Stock Options | \$ 34.24 | 11/22/2004 | Â | G ⁽¹⁾ | Â | 150,000 | Â ⁽³⁾ | 09/04/2013 | Common Stock |
| Nonqualified Stock Options | \$ 35.35 | 11/22/2004 | Â | G ⁽¹⁾ | Â | 150,000 | Â ⁽⁴⁾ | 09/02/2014 | Common Stock |
| Nonqualified Stock Options | \$ 34.24 | 11/22/2004 | Â | G ⁽¹⁾ | 150,000 | Â | Â ⁽³⁾ | 09/04/2013 | Common Stock |
| Nonqualified Stock Options | \$ 32.985 | 11/22/2004 | Â | G ⁽¹⁾ | 150,000 | Â | Â ⁽²⁾ | 03/04/2014 | Common Stock |
| Nonqualified Stock Options | \$ 35.35 | 11/22/2004 | Â | G ⁽¹⁾ | 150,000 | Â | Â ⁽⁴⁾ | 09/02/2014 | Common Stock |

Reporting Owners

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

Signatures

Thomas H. Welch, Jr.,
Attorney-in-Fact

03/01/2005

**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) Gifted to a family limited partnership.

(2) Exercisable as follows: 30,000 shares on 3/4 of each year from 2005 through 2009.

(3) Exercisable as follows: 30,000 shares on 9/4 of 2004 through 2008.

(4) Exercisable as follows: 30,000 shares on 9/2 of each year from 2005-2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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