#### CANNON MICHAEL R

Form 4

March 06, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31,

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

(Ctata)

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CANNON MICHAEL R			2. Issuer Name <b>and</b> Ticker or Trading Symbol DELL INC [DELL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
ONE DELL WAY			03/04/2008	X Officer (give title Other (specify below) President, Global Operations			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ROUND ROCK, TX 78682			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	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)	Code (Instr. 8)	4. Securit cor Dispos (Instr. 3,	(A) or	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)		
Common Stock Common	03/04/2008		Code V  A	Amount 83,757 (1) 40,295	(D) A	Price \$ 0 \$ 19.6744	458,757	D D			
Stock	03/00/2000		3	70,293	ט	19.6744	710,702 <u>~</u>	D			

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

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# 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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amo Numl Share
Nonqualified Stock Option	\$ 19.67	03/04/2008		A	166,333		(3)	03/04/2018	Common Stock	166

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CANNON MICHAEL R ONE DELL WAY ROUND ROCK, TX 78682

President, Global Operations

## **Signatures**

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

03/06/2008

\*\*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 the minimum number (80%) of performance based stock units, which will vest on 3/29/2011. No less than 80%, nor more than 120%, of the target (104,696) will be earned based on company performance.
- (2) Represents 84,705 unrestricted shares and 333,757 restricted stock units vesting as follows: 125,000 units on 2/26 of 2009 and 2010 and 83,757 units on 3/29/2011.
- (3) Exercisable as follows: 55,444 shares on 3/4 of 2009 and 2010 and 55,445 shares on 3/4/11.

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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