Sweet Thomas W Form 4/A March 30, 2010

### FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

Estimated average burden hours per response...

0.5

## 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 30(h) of the Investment Compa

1(b).

(C:tr.)

(State)

(Zin)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Sweet Thomas W Issuer Symbol DELL INC [DELL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify ONE DELL WAY 02/24/2010 below) below) CAO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 02/26/2010 Form filed by More than One Reporting ROUND ROCK, TX 78681 Person

(City)	(State) (2	Table	I - Non-De	erivative S	equired, Disposed of, or Beneficially Owned					
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	4. Securities onAcquired (A) or			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)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
				(A) or		Reported Transaction(s) (Instr. 3 and 4)				
			Code V	Amount	(D)	Price	(111Str. 3 and 4)			
Common Stock	02/24/2010		A	5,617 (1)	A	\$0	145,166	D		
Common Stock	02/24/2010		A	1,457 (2)	A	\$0	146,623 (3)	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

#### Edgar Filing: Sweet Thomas W - Form 4/A

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number of			
				C 1 W	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

	Relationships
Reporting Owner Name / Address	-

Director 10% Owner Officer Other

Sweet Thomas W

ONE DELL WAY **CAO** 

**ROUND ROCK, TX 78681** 

## **Signatures**

/s/ Janet B. Wright, 03/30/2010 Attorney-in-Fact

\*\*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 RSUs earned pursuant to performance based units granted in March 2008. Entire grant vests on March 4, 2011.
- (2) Represents RSUs earned pursuant to performanced based units granted in March 2009. Entire grant vests on March 5, 2012.
- Represents 46,381 unrestricted shares and 100,242 restricted stock units vesting as follows: 2,508 units on 3/9 of 2010 and 2011, 7,434 units on 3/8/2010, 19,246 units on 5/21/2010, 40,187 units on 3/4/2011 and 28,359 units on 3/5/2012.

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.

Reporting Owners 2