

| OMB APPROVAL                                |                   |
|---------------------------------------------|-------------------|
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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**

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

|                                                                                                                                                                                             |                                                                          |                                                                                                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Name and Address of Reporting Person *</b><br>Swainson John A<br><hr/> (Last) (First) (Middle)<br>ONE DELL WAY<br><hr/> (Street)<br>ROUND ROCK TX 78682<br><hr/> (City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br>DELL INC [DELL]    | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br>President |
|                                                                                                                                                                                             | <b>3. Date of Earliest Transaction</b><br>(Month/Day/Year)<br>10/29/2013 |                                                                                                                                                                            |
|                                                                                                                                                                                             | <b>4. If Amendment, Date of Original Filed</b><br>(Month/Day/Year)       | <b>6. Individual or Joint/Group Filing</b><br>(Check Applicable Line)<br>X Form filed by One Reporting Person<br>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                    | 10/29/2013                           |                                                    | J <sup>(1)</sup>               |   | 120,995                                                           | D          | (1)   | 0                                                                                             | D                                                        |                                                       |
| Common Stock                    | 10/29/2013                           |                                                    | J <sup>(2)</sup>               |   | 57,631                                                            | D          | (2)   | 0                                                                                             | D                                                        |                                                       |

**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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                     | (D) | Date Exercisable                                         | Expiration Date |                                                               |                                            |                                                                                                    |                                                                                  |                                                        | Title |
| Nonqualified Stock Options                 | \$ 17.35                                               | 10/29/2013                           |                                                    | D                              |   | 1,052,632<br>(3)                                                                        | (4) | 03/15/2022                                               |                 | Common Stock                                                  | 1,052,632                                  | (5)                                                                                                | 0                                                                                | D                                                      |       |

**Explanation of Responses:**

- Pursuant to an agreement between the reporting person and Denali Holding Inc. ("Parent"), the reporting person contributed these shares to Parent in exchange for an equal number of shares of Parent's common stock, effective as of the effective time of the merger (the "Merger") contemplated by the Agreement and Plan of Merger, dated as of February 5, 2013, as amended, among Dell Inc. (the "Company"), Parent, Denali Intermediate Inc. and Denali Acquiror Inc.
- Represents 57,631 unvested restricted stock units. Pursuant to an agreement between the reporting person and Parent, these restricted stock units were converted into an equal number of restricted stock units of Parent, effective as of the effective time of the Merger.
- These options to purchase shares of the Company's common stock were tendered by the reporting person to the Company in the Offer to Purchase for Cash Outstanding Options to Purchase Common Stock Under the Dell Inc. 2012 Long-Term Incentive Plan and the Dell Inc. Amended and Restated 2002 Long-Term Incentive Plan, which offer expired on October 29, 2013.
- Of the 1,052,632 options, 210,527 were fully exercisable as of October 29, 2013. The remainder would have vested as follows: 210,527 on March 15, 2014; 210,526 on March 15, 2015; 210,526 on March 15, 2016; and 210,526 on March 15, 2017.
- Each tendered option was canceled in exchange for the right to receive cash consideration, less any applicable withholding taxes, equal to (a) the number of shares of the Company's common stock underlying the option multiplied by (b) an amount equal to (i) the excess of \$13.75 over the per share exercise price of the option if the per share exercise price was \$13.05 or less, (ii) \$0.70 if the per share exercise price of the option was \$13.06 to \$15.50, (iii) \$0.40 if the per share exercise price of the option was \$15.51 to \$20.00, (iv) \$0.20 if the per share exercise price of the option was \$20.01 to \$25.00, and (v) \$0.10 if the per share exercise price of the option was \$25.01 to \$50.00. Notwithstanding the foregoing, pursuant to the terms of the offer, if any option holder elected to participate in the offer, in no event would the holder receive less than \$300 for each option grant validly tendered and not withdrawn, less any applicable withholding taxes.

/s/ Jane B. Wright,  
Attorney-in-Fact

10/31/2013

\*\* Signature of Reporting  
Person

Date

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

\* 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).

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

**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 Number.**