

Nelson Erin C  
Form 3  
March 11, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Nelson Erin C                           |         | (Month/Day/Year)                     | DELL INC [DELL]  |  |
| (Last)                                    | (First) | 03/06/2009                           |  |  |
|   |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| ONE DELL WAY                              |         |                                      |  |  |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
|   |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| ROUND ROCK,Â TXÂ 78682                    |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City)                                    | (State) | (Zip)                                | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Chief Marketing Officer  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 55,681 <sup>(1)</sup>                                 | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of  |  |  |   |

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|                            |       |            |              | Shares |            | (I)<br>(Instr. 5) |   |
|----------------------------|-------|------------|--------------|--------|------------|-------------------|---|
| Nonqualified Stock Options | Â (2) | 04/12/2009 | Common Stock | 7,000  | \$ 41      | D                 | Â |
| Nonqualified Stock Options | Â (2) | 09/23/2009 | Common Stock | 3,350  | \$ 44.6875 | D                 | Â |
| Nonqualified Stock Options | Â (2) | 08/22/2010 | Common Stock | 10,706 | \$ 37.5938 | D                 | Â |
| Nonqualified Stock Options | Â (2) | 02/12/2011 | Common Stock | 1,256  | \$ 22.9375 | D                 | Â |
| Nonqualified Stock Options | Â (2) | 09/06/2011 | Common Stock | 1,455  | \$ 22.1    | D                 | Â |
| Nonqualified Stock Options | Â (2) | 10/25/2011 | Common Stock | 7,242  | \$ 25.025  | D                 | Â |
| Nonqualified Stock Options | Â (2) | 03/07/2012 | Common Stock | 7,227  | \$ 27.64   | D                 | Â |
| Nonqualified Stock Options | Â (2) | 09/05/2012 | Common Stock | 11,852 | \$ 25.45   | D                 | Â |
| Nonqualified Stock Options | Â (2) | 03/06/2013 | Common Stock | 6,684  | \$ 26.185  | D                 | Â |
| Nonqualified Stock Options | Â (3) | 03/05/2019 | Common Stock | 59,595 | \$ 8.39    | D                 | Â |
| Nonqualified Stock Options | Â (2) | 03/03/2015 | Common Stock | 14,750 | \$ 40.17   | D                 | Â |
| Nonqualified Stock Options | Â (2) | 09/02/2014 | Common Stock | 6,645  | \$ 35.35   | D                 | Â |
| Nonqualified Stock Options | Â (2) | 03/04/2014 | Common Stock | 5,950  | \$ 32.985  | D                 | Â |
| Nonqualified Stock Options | Â (2) | 09/04/2013 | Common Stock | 6,250  | \$ 34.24   | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Nelson Erin C<br>ONE DELL WAY<br>ROUND ROCK, TX 78682 | Â             | Â         | Â Chief Marketing Officer | Â     |

## Signatures

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

03/11/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Represents 12,321 unrestricted shares and 43,360 restricted stock units vesting as follows: 786 units on 3/9 of 2009 through 2011, 2,028

(1) units on 3/8 of 2009 and 2010, 6,899 units on 2/1 of 2010 and 2011, 4,539 units on 5/5/2009, 4,537 units on 5/5 of 2010 and 2011, and 9,535 units on 3/5/2012.

(2) Currently exercisable

(3) Exercisable as follows: 19,865 shares on 3/5 of 2010 through 2012.

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

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