

DELL INC
Form 15-12G
December 13, 2005

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE
REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 0-17017

Dell Inc.

(Exact name of registrant as specified in its charter)

**One Dell Way, Round Rock, Texas 78682
(512) 338-4400**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Preferred Share Purchase Rights

(Title of each class of securities covered by this Form)

Common Stock, par value \$.01 per share

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-------------------------------------|----------------------|--------------------------|
| Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| | | Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: **-0-***

*The Preferred Share Purchase Rights expired on November 29, 2005.

Pursuant to the requirements of the Securities Exchange Act of 1934, **Dell Inc.** has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: December 13, 2005

By: /s/ THOMAS H. WELCH, JR.

Thomas H. Welch, Jr.

