

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Rothberg Richard J</u> _____ (Last) (First) (Middle) <u>ONE DELL WAY</u> _____ (Street) <u>ROUND ROCK TX 78682</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dell Technologies Inc [DVMT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
<u>Class C Common Stock</u>	<u>05/01/2017</u>		<u>c⁽¹⁾</u>		<u>10,697</u>	<u>A</u>	<u>\$0⁽²⁾</u>	<u>50,697</u>	<u>D</u>	
<u>Class C Common Stock</u>	<u>05/01/2017</u>		<u>s</u>		<u>10,697</u>	<u>D</u>	<u>\$30.58</u>	<u>40,000</u>	<u>D</u>	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Class A Common Stock</u>	<u>\$0⁽²⁾</u>	<u>05/01/2017</u>		<u>C</u>			<u>10,697</u>	<u>(2)</u>	<u>(2)</u>	<u>Class C Common Stock</u>	<u>10,697</u>	<u>\$0⁽²⁾</u>	<u>15,422</u>	<u>D</u>	

Explanation of Responses:

- Represents conversion of 10,697 shares of Class A common stock into an equal number of shares of Class C common stock in connection with the reporting person's election to convert such shares of Class A common stock and tender such underlying shares of Class C Common Stock for purchase by the Issuer pursuant to the Issuer's previously announced offer to purchase shares of Class C common stock.
- Each share of Class A Common Stock beneficially owned by the reporting person is convertible into one share of Class C common stock at any time at the holder's election.

Remarks:

/s/ Janet B. Wright, Attorney-in-Fact 05/02/2017

** 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.