

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>READ RORY P</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 [DELL]</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>Chief Operating Executive</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/14/2020</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 | | | |
| Class C Common Stock | 01/14/2020 | | M | | 26,080 | A | \$26.67 | 39,528 | D | |
| Class C Common Stock | 01/14/2020 | | S | | 26,080 | D | \$50.24 ⁽¹⁾ | 13,448 | D | |
| Class C Common Stock | 01/14/2020 | | M | | 44,000 | A | \$26.67 | 57,448 | D | |
| Class C Common Stock | 01/14/2020 | | S | | 44,000 | D | \$50.27 ⁽²⁾ | 13,448 | 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 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 |
| Options to Acquire Class C Common Stock | \$26.67 | 01/14/2020 | | M | | | 70,080 | (3) | 05/29/2025 | Class C Common Stock | 70,080 | \$0 | 291,420 ⁽⁴⁾ | D | |

Explanation of Responses:

- The price reported in Column 4 represents a weighted average sales price of \$50.24. These shares were sold in multiple transactions at prices ranging from \$50.17 to \$50.35, inclusive. The reporting person undertakes to provide to Dell Technologies Inc., any security holder of Dell Technologies Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in footnotes 1 and 2 to this Form 4.
- The price reported in Column 4 represents a weighted average sales price of \$50.269. These shares were sold in multiple transactions at prices ranging from \$50.20 to \$50.30, inclusive.
- The performance-based options are fully vested. The time-based options vest in five equal annual installments during a vesting period that began on 05/29/2015.
- Consists of 46,520 time-based options and 244,900 performance-based options.

Remarks:

/s/ Robert Potts, Attorney-in-Fact 01/16/2020

** 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.