

**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>GREEN WILLIAM D</u>  (Last) (First) (Middle) <u>C/O 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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2016</u>	

**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	09/14/2016		A		2,045 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	2,045	D	
Class V Common Stock	09/14/2016		A		1,163 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	4,176	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	\$27.5	09/14/2016		A		45,023		(2)	09/14/2026	Class C Common Stock	45,023	\$0	45,023	D	
Options to Acquire Class V Common Stock	\$48.35	09/14/2016		A		39,811		(3)	09/14/2026	Class V Common Stock	39,811	\$0	39,811	D	

**Explanation of Responses:**

1. Represents a grant of restricted stock units ("RSUs"). The RSUs vest in full on the first anniversary of the grant date contingent on the reporting person's continued service on such vesting date.
2. Represents a grant of stock options. Of the options, 40,551 vest in four equal annual installments on each of the first, second, third and fourth anniversaries of the grant date and 4,472 vest in full on the first anniversary of the grant date, in each case contingent on the reporting person's continued service on each applicable vesting date.
3. Represents a grant of stock options. Of the options, 35,511 vest in four equal annual installments on each of the first, second, third and fourth anniversaries of the grant date and 4,300 vest in full on the first anniversary of the grant date, in each case contingent on the reporting person's continued service on each applicable vesting date.

**Remarks:**

/s/ Janet B. Wright, Attorney-in-Fact      09/16/2016

\*\* 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.