

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>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. [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>General Counsel & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/26/2020</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	05/26/2020		M ⁽¹⁾		2,938	A	\$13.75	114,432	D	
Class C Common Stock	05/26/2020		S ⁽¹⁾		2,938	D	\$45.01 ⁽²⁾	111,494	D	
Class C Common Stock	05/27/2020		M ⁽¹⁾		137,516	A	\$13.75	249,010	D	
Class C Common Stock	05/27/2020		S ⁽¹⁾		137,516	D	\$45.33 ⁽³⁾	111,494	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	\$13.75	05/26/2020		M		2,938		(4)	11/25/2023	Class C Common Stock	2,938	\$0	844,792 ⁽⁵⁾	D	
Options to Acquire Class C Common Stock	\$13.75	05/27/2020		M		137,516		(4)	11/25/2023	Class C Common Stock	137,516	\$0	707,276 ⁽⁶⁾	D	

Explanation of Responses:

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The price reported in Column 4 represents a weighted average sales price of \$45.014. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.07, 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 2 and 3.
- The price reported in Column 4 represents a weighted average sales price of \$45.328. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.54, inclusive.
- The options are fully vested.
- Consists of 687,273 time-based options and 157,519 performance-based options.
- Consists of 687,273 time-based options and 20,003 performance-based options.

Remarks:

/s/ Robert Potts, Attorney-in-Fact 05/28/2020

** 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.

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