

VMWARE, INC.

Form 4

November 14, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maritz Paul

(Last) (First) (Middle)

3401 HILLVIEW AVE.

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VMWARE, INC. [VMW]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/12/2013		M	500,000	A \$ 33.95	536,000	D
Class A Common Stock	11/12/2013		M	100,000	A \$ 31.59	636,000	D
Class A Common Stock	11/12/2013		F	432,445 (1)	D \$ 80.66	203,555	D
Class A Common Stock	11/13/2013		S	24,872	D \$ (2) (3) 79.87	178,683	D

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Class A				\$		
Common	11/13/2013	S	142,683	D	80.88	36,000
Stock					<u>(3)</u>	<u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right-to-buy)	\$ 33.95	11/12/2013		M	500,000	<u>(5)</u> 09/10/2014	Class A Common Stock
Employee Stock Option (right-to-buy)	\$ 31.59	11/12/2013		M	100,000	<u>(6)</u> 08/12/2015	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maritz Paul 3401 HILLVIEW AVE. PALO ALTO, CA 94304	X			

Signatures

Larry Wainblat,
attorney-in-fact

11/14/2013

____Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Shares withheld by VMware, Inc. to satisfy exercise price and taxes payable in connection with Mr. Maritz's stock option exercises.

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- (2) Price represents weighted average for sales reported. The range of prices for the sales reported is \$79.54 through \$80.51.
- (3) The reporting person will provide upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$80.55 through \$81.49.
- (5) 25% of the option shares vested on September 10, 2009. The remaining 75% vested monthly thereafter over three years.
- (6) 312,001 option shares were fully vested as of the grant date (August 12, 2009). The remaining 1,128,005 option shares vested ratably each month until fully vested in March 2013.

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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