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NUTENACING

| Form 4 | | | | | | | | | |
|--|---|---|--------------------|--|------------------------------------|--|--|---|--|
| June 26, 200 | _ | | | | | | OMB A | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMB Number: | 3235-0287 | |
| Check this box Expires: January | | | | | | | urs per | | |
| (Print or Type | Responses) | | | | | | | | |
| 1. Name and Andreson J | ier Name an | | Trading | Reporting Person(s) to | | | | | |
| (Leet) | (Einst) | | VAC INC | | | (Che | ck all applicabl | e) | |
| | | | below) | | | | ve title 10% Owner Other (specify below) cutive VP, Finance | | |
| (Street) 4. If Amend Filed(Month/ | | | | - | oint/Group Fili One Reporting P | - | | | |
| SANTA CI | LARA, CA 95054 | Ļ | | | | Form filed by I Person | More than One R | eporting | |
| (City) | (State) | (Zip) Ta | ble I - Non- | Derivative | Securities | s Acquired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, 4 Amount | (A) or of (D) | 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) | |
| Reminder: Re | port on a separate line | e for each class of se | curities bene | ficially own | ned direct | • | ation of a | NEC 1474 | |

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and A |
|-------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|-----------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onDerivative | Expiration Date | Underlying Se |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4 |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | . 8) | Acquired or Dispose (D) (Instr. 3, 4 and 5) | ed of | | | |
|---|------------------------------------|------------|------------------|---------|------|--|-------|------------------|--------------------|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 20.2 | 06/21/2007 | | А | v | 50,000 | | 06/21/2008(1) | 06/21/2017 | Common Stock |
| Reporting | g Owne | rs | | | | | | | | |
| Reporting Owner | r Name / Addre | ss | Relations | hips | | | | | | |

| Andreson Jeff | |
|-----------------------|-----------------------|
| 3560 BASSETT STREET | Executive VP, Finance |
| SANTA CLARA, CA 95054 | |

10% Owner

Director

Signatures

Reporting Person

| Jeffrey Andreson | 06/26/2007 | | |
|---------------------|------------|--|--|
| **Signature of | 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) The option will vest and become exercisable in four successive equal installments upon the optionee's completion of each year of service over the four-year period measured from the grant date.

Officer

Other

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.