VMWARE, INC. Form 4 May 20, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Maritz Paul

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

(Street)

VMWARE, INC. [VMW]

(Check all applicable)

3401 HILLVIEW AVENUE

3. Date of Earliest Transaction (Month/Day/Year) 05/18/2015

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

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

PALO ALTO, CA 94304

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Se	curitie	s Acquir	ed, Disposed of,	or Beneficiall	y 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) oner Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature Indirect Beneficia Ownershi (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class A Common Stock	05/18/2015		M	1,340,006	A	\$ 31.59	0	D	
Class A Common Stock	05/18/2015		F	898,945 (1)	D	\$ 87.78	468,282	D	
Class A Common Stock	05/19/2015		S	84,652	D	\$ 87.7 (2) (3)	383,630	D	
Class A Common Stock	05/20/2015		S	84,652	D	\$ 87.73 (3) (4)	298,978	D	

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

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SEC 1474 (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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An No Sh
Employee Stock Option (right-to-buy)	\$ 31.59	05/18/2015		M	1,340,006	<u>(5)</u>	08/12/2015	Class A Common Stock	1

Reporting Owners

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

Signatures

Larry Wainblat, 05/20/2015 attorney-in-fact

**Signature of Reporting Person Da

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 exercise.
- (2) Price represents weighted average for sales reported. The range of prices for the sales reported is \$87.52 through \$87.88.
- (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 \$87.32 through \$88.02.
- (5) 312,001 shares were fully vested as of the grant date (August 12, 2009). The remaining 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. 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.

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