VMWARE, INC. Form 4 April 25, 2011

## 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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

Symbol

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \*\*
POWELL DENNIS D

(First) (Middle)

3401 HILLVIEW AVENUE

3401 IIILL VIL W / VLIVOL

(Street)

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

VMWARE, INC. [VMW]

3. Date of Earliest Transaction

(Month/Day/Year)

04/21/2011

2. Issuer Name and Ticker or Trading
5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_ Director \_\_\_\_\_ 10% Owner
\_\_\_\_ Officer (give title below) Other (specify below)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

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burden hours per

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) Tab	le I - Non-I	<b>Derivative</b>	Secur	ities Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	04/21/2011		M	6,000	A	\$ 66.32	0	D	
Class A Common Stock	04/21/2011		M	12,000	A	\$ 56.67	0	D	
Class A Common Stock	04/21/2011		M	6,000	A	\$ 29.95	0	D	
Class A Common Stock	04/21/2011		M	4,500	A	\$ 60.34	0	D	

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Class A Common 04/21/2011 S 30,500 D  $\frac{\$ 97.3}{\frac{(1)}{2}}$  6,000 Stock

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

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SEC 1474

(9-02)

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (right-to-buy)	\$ 66.32	04/21/2011		M	6,000	(3)	05/14/2015	Class A Common Stock	6,00
Stock Option (right-to-buy)	\$ 56.67	04/21/2011		M	12,000	<u>(4)</u>	01/31/2015	Class A Common Stock	12,0
Stock Option (right-to-buy)	\$ 29.95	04/21/2011		M	6,000	(5)	05/27/2016	Class A Common Stock	6,00
Stock Option (right-to-buy)	\$ 60.34	04/21/2011		M	4,500	<u>(6)</u>	05/21/2017	Class A Common Stock	4,50

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
POWELL DENNIS D						
3401 HILLVIEW AVENUE	X					
PALO ALTO, CA 94304						

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## **Signatures**

/s/ Larry Wainblat, attorney-in-fact

04/25/2011

\*\*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) Price represents weighted average for sales reported. The range of prices for the sales reported is \$97.14 through \$97.50.
- (2) 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.
- (3) The option, representing a right to purchase a total of 6,000 shares of Class A Common stock, became exercisable with respect to 1,500 shares on each of August 14, 2008, November 14, 2008, February 14, 2009 and May 14, 2009.
- (4) The option, representing a right to purchase a total of 12,000 shares of Class A Common stock, became exercisable with respect to 6,000 shares on each of November 8, 2008 and November 8, 2009.
- (5) The option, representing a right to purchase a total of 6,000 shares of Class A Common stock, became exercisable with respect to 1,500 shares on each of August 27, 2009, November 27, 2009, February 27, 2010 and May 27, 2010.
- The option, representing a right to purchase a total of 6,000 shares of Class A Common stock, became exercisable with respect to 1,500 (6) shares on each of August 21, 2010, November 21, 2010 and February 21, 2011 and vests with respect to the remaining 1,500 shares on May 21, 2011.

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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