

VMWARE, INC.
Form 4
February 08, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STROHM DAVID N

(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)
02/07/2012

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)	(A) or (D)	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	Price		
Class A Common Stock	02/07/2012		M		6,000	A \$ 66.32	0	D
Class A Common Stock	02/07/2012		M		6,000	A \$ 29.95	0	D
Class A Common Stock	02/07/2012		M		6,000	A \$ 60.34	0	D
Class A Common Stock	02/07/2012		S		18,000	D \$ 94.5	33,576	D

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 66.32	02/07/2012		M	6,000	<u>(1)</u> 05/14/2015	Common Stock	6,000
Stock Option (right-to-buy)	\$ 29.95	02/07/2012		M	6,000	<u>(2)</u> 05/27/2016	Common Stock	6,000
Stock Option (right-to-buy)	\$ 60.34	02/07/2012		M	6,000	<u>(3)</u> 05/21/2017	Comomon Stock	6,000

Reporting Owners

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

Signatures

Larry Wainblat,
attorney-in-fact

02/08/2012

__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) 1,500 shares vested on each of August 14, 2008, November 14, 2008, February 14, 2009 and May 14, 2009

(2) 1,500 shares vested on each of August 27, 2009, November 27, 2009, February 27, 2010 and May 27, 2010.

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(3) 1,500 shares vested on each of August 21, 2010, November 21, 2010, February 21, 2011 and 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.

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