

VERISIGN INC/CA
Form 5
February 14, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LIN JUDY

(Last) (First) (Middle)

487 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VERISIGN INC/CA [VRSN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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)
Executive Vice President & GM

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 12/30/2005 | Â | F4 ⁽¹⁾ | 3,905 D | \$ 21.9 88,799 | D | Â |

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

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SEC 2270 (9-02)

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

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| 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------------------|---|--------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 37.0625 | Â | Â | Â | Â | Â | 07/30/2000 ⁽²⁾ | 07/30/2006 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 151.25 | Â | Â | Â | Â | Â | 08/01/2001 ⁽³⁾ | 08/01/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.08 | Â | Â | Â | Â | Â | 05/24/2003 ⁽⁴⁾ | 05/24/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.46 | Â | Â | Â | Â | Â | 09/30/2004 ⁽⁵⁾ | 09/30/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.79 | Â | Â | Â | Â | Â | 03/15/2002 ⁽⁶⁾ | 03/15/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.79 | Â | Â | Â | Â | Â | 09/06/2002 ⁽⁷⁾ | 09/06/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.79 | Â | Â | Â | Â | Â | 02/21/2003 ⁽⁸⁾ | 02/21/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.0625 | Â | Â | Â | Â | Â | 03/05/2000 ⁽⁹⁾ | 03/05/2006 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.4 | Â | Â | Â | Â | Â | 08/02/2006 ⁽¹⁰⁾ | 08/02/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.53 | Â | Â | Â | Â | Â | 11/03/2005 ⁽¹¹⁾ | 11/03/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 37.0625 | Â | Â | Â | Â | Â | 07/30/2000 ⁽¹²⁾ | 07/30/2006 | Common Stock |

| | | | | | | | | | |
|---|-----------|---|---|---|---|---|----------------------------|------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 151.25 | Â | Â | Â | Â | Â | 08/01/2001 ⁽³⁾ | 08/01/2007 | Common Stock |
| Restricted Stock Unit (RSU) | \$ 0 | Â | Â | Â | Â | Â | 08/02/2006 ⁽¹³⁾ | 08/02/2009 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------------------|
| | Director | 10% Owner | Officer | Other |
| LIN JUDY 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | Â | Â | Â | Executive Vice President & GM Â |

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: 02/14/2006
Judy Lin

__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) Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to vesting of restricted stock award.
- (2) 1,010 options are exercisable immediately and 2,698 options vest and become exercisable on July 30, 2003.
- (3) Option to purchase 80,000 shares granted August 1, 2000, will become exercisable as to 25% of the aggregate number of shares granted on 08/01/2001, and as to an additional 6.25% of the aggregate number of shares granted each succeeding quarter thereafter until fully vested.
- (4) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (5) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
- (6) This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on March 15, 2002 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.
- (7) This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on September 6, 2002 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.
- (8) This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on February 21, 2003 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.
- (9) 126,000 options are exercisable immediately and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (10) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (11) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.

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(12) 15,240 options are exercisable immediately and 1,052 options vest and become exercisable on July 30, 2003.

On 08/02/2005, Reporting Person was awarded restricted stock units (RSUs). Each restricted stock unit represents a contingent right to receive one (1) share of VeriSign common stock once vested. Ten percent (10%) of the total RSUs granted vest and become exercisable on the first anniversary of the date of grant, twenty percent (20%) of the total RSUs granted vest and become exercisable on the second anniversary of the date of grant, thirty percent (30%) of the total RSUs granted vest and become exercisable on the third anniversary of the date of grant, and forty percent (40%) of the total RSUs granted vest and become exercisable on the fourth anniversary of the date of grant.

(13)

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Remarks:

ReportingÂ Person'sÂ totalÂ directÂ holdingsÂ disclosedÂ inÂ TableÂ I,Â ItemÂ 5Â underÂ AmountÂ ofÂ SecuritiesÂ Be

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.