

VMWARE, INC.  
Form SC 13G  
February 06, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_)\***

**VMware, Inc.**

**(Name of Issuer)**

**Class A Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**928563402**

**(CUSIP Number)**

**December 31, 2008**

**(Date of Event Which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

EMC Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5. SOLE VOTING POWER

NUMBER OF

SHARES

327,000,000 shares of Class A Common Stock (1)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0  
7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

327,000,000 shares of Class A Common Stock (1)  
8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

327,000,000 shares of Class A Common Stock

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

83.4% (2)

12. TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Includes (i) 27,000,000 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 4. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock.
- (2) Based on 389,602,066 shares of common stock issued and outstanding on October 29, 2008, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2008. Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock.

- Item 1.** (a) Name of Issuer:  
VMware, Inc.
- (b) Address of Issuer's Principal Executive Offices:  
3401 Hillview Avenue, Palo Alto, CA 94304

- Item 2.** (a) Name of Person Filing:  
EMC Corporation
- (b) Address of Principal Business Office or, if none, Residence:  
176 South Street, Hopkinton, MA 01748
- (c) Citizenship:  
EMC Corporation is a Massachusetts corporation
- (d) Title of Class of Securities:  
Class A Common Stock, par value \$0.01 per share
- (e) CUSIP Number:  
928563402

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) .. A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.**

(a) Amount Beneficially Owned:

See the response to Item 9 on the attached Cover Page

(b) Percent of Class:

See the response to Item 11 on the attached Cover Page

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See the response to Item 5 on the attached Cover Page

(ii) Shared power to vote or to direct the vote:

See the response to Item 6 on the attached Cover Page

(iii) Sole power to dispose or to direct the disposition of:

See the response to Item 7 on the attached Cover Page

(iv) Shared power to dispose or to direct the disposition of:

See the response to Item 8 on the attached Cover Page

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable

**Item 8. Identification and Classification of Members of the Group.**

Not applicable

**Item 9. Notice of Dissolution of Group.**

Not applicable

**Item 10. Certifications.**

Not applicable

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2009

EMC CORPORATION

By: /s/ Paul T. Dacier

Name: Paul T. Dacier

Title: Executive Vice President and

General Counsel