

PEEK MARK S

Form 4/A

March 23, 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
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEEK MARK S

(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)

11/15/2010

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

11/17/2010

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial (Instr. 4)
Class A Common Stock	11/15/2010		M	52,306	A \$ 23 0	D	
Class A Common Stock	11/15/2010		S	42,141	D \$ 78.71 (1) (3) (4)	0	D
Class A Common Stock	11/15/2010		S	8,965	D \$ 79.52 (1) (3) (5)	0	D

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Class A Common Stock	11/15/2010	S	1,200	D	\$ 81.07 <u>(1) (3)</u> <u>(6)</u>	0	D
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Class A Common Stock	11/16/2010	A	49,103	A	\$ 0	123,279 <u>(7)</u>	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)
Employee Stock Option (right to buy)	\$ 23	11/15/2010		M	52,306 <u>(1)</u>	<u>(2)</u> 06/08/2013	Class A Common Stock 52,306

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

PEEK MARK S
3401 HILLVIEW AVE
PALO ALTO, CA 94304

Chief Financial Officer

Signatures

Larry Wainblat, attorney-in-fact	03/23/2011
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 **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) Transactions indicated were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
 - (2) The option, representing a right to purchase a total of 250,000 shares of Class A common stock, became exercisable as to one-quarter of the shares on June 8, 2008 and vests in 36 equal monthly installments as to the remaining shares until fully exercisable on June 8, 2011.
 - (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 \$78.14 through \$79.10.
 - (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$79.15 through \$80.11.
 - (6) Price represents weighted average for sales reported. The range of prices for the sales reported is \$81.04 through \$81.14.
- Represents corrected number of shares of Class A Common Stock held by reporting person following reported transactions. Mr. Peek's Form 4 filing on August 4, 2010 underreported the amount of securities beneficially owned following the transactions reported on that filing by 30,000 shares. Subsequent Form 4 filings on August 9, 2010, November 3, 2010, November 8, 2010 and the initial filing of this Form 4 on November 17, 2010 also underreported the amount of securities beneficially owned by 30,000 shares.

Remarks:

This amendment is being filed to correct the amount of securities beneficially owned following the reported transactions. See I

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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