

Eschenbach Carl M.
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
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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Eschenbach Carl M.

2. Issuer Name **and** Ticker or Trading
Symbol
VMWARE, INC. [VMW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3401 HILLVIEW AVE.

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2011

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

Co-President, Customer Ops

(Street)

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

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)

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 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	04/21/2011		M	29,167	A \$ 23 0	D	
Class A Common Stock	04/21/2011		M	4,167	A \$ 30.8 0	D	
Class A Common Stock	04/21/2011		S	33,447	D \$ 96.47 99,103 ⁽³⁾ <u>(1) (2)</u>	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 23	04/21/2011		M	29,167	<u>(4)</u>	06/08/2013	Class A Common Stock	29,167
Employee Stock Option (right-to-buy)	\$ 30.8	04/21/2011		M	4,167	<u>(5)</u>	06/15/2015	Class A Common Stock	4,167

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Eschenbach Carl M. 3401 HILLVIEW AVE. PALO ALTO, CA 94304	Co-President, Customer Ops

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 \$96.21 through \$96.57.
- (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) 113 shares were acquired under the VMware, Inc. Employee Stock Purchase plan on January 31, 2011.
- (4)

Edgar Filing: Eschenbach Carl M. - Form 4

The option, representing a right to purchase a total of 350,000 shares of Class A Common stock, became exercisable with respect to 25% of the shares on June 8, 2008. Thereafter, the remaining 75% of the option vests in equal monthly installments over three years.

- (5) This option, representing a right to purchase 50,000 shares of Class A Common Stock, became exercisable as to 25% of the shares on June 1, 2010. Thereafter, the remaining 75% of the option vests in equal monthly installments over three years.

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.