

VMWARE, INC.  
Form 4  
April 25, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POWELL DENNIS D**

(Last) (First) (Middle)  
3401 HILLVIEW AVENUE  
(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)  
04/21/2011

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) | 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                                                                                        | (A) or (D)                                               | Price                                                 |
| Class A Common Stock            | 04/21/2011                           |                                                    | M                              |                                                                   | 6,000                                                                                         | A                                                        | \$ 66.32                                              |
| Class A Common Stock            | 04/21/2011                           |                                                    | M                              |                                                                   | 12,000                                                                                        | A                                                        | \$ 56.67                                              |
| Class A Common Stock            | 04/21/2011                           |                                                    | M                              |                                                                   | 6,000                                                                                         | A                                                        | \$ 29.95                                              |
| Class A Common Stock            | 04/21/2011                           |                                                    | M                              |                                                                   | 4,500                                                                                         | A                                                        | \$ 60.34                                              |

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Class A  
Common Stock     04/21/2011     S     30,500     D      $\frac{\$ 97.3}{(1) (2)}$      6,000     D

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                                               | 04/21/2011                           |                                                    | M                              | 6,000                                                                                   | <u>(3)</u> 05/14/2015                                    | Class A Common Stock                                          | 6,000                      |
| Stock Option (right-to-buy)                | \$ 56.67                                               | 04/21/2011                           |                                                    | M                              | 12,000                                                                                  | <u>(4)</u> 01/31/2015                                    | Class A Common Stock                                          | 12,000                     |
| Stock Option (right-to-buy)                | \$ 29.95                                               | 04/21/2011                           |                                                    | M                              | 6,000                                                                                   | <u>(5)</u> 05/27/2016                                    | Class A Common Stock                                          | 6,000                      |
| Stock Option (right-to-buy)                | \$ 60.34                                               | 04/21/2011                           |                                                    | M                              | 4,500                                                                                   | <u>(6)</u> 05/21/2017                                    | Class A Common Stock                                          | 4,500                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                | Director      | 10% Owner | Officer | Other |
| POWELL DENNIS D<br>3401 HILLVIEW AVENUE<br>PALO ALTO, CA 94304 |               |           | X       |       |

## 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 \$97.14 through \$97.50.
  - (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) The option, representing a right to purchase a total of 6,000 shares of Class A Common stock, became exercisable with respect to 1,500 shares on each of August 14, 2008, November 14, 2008, February 14, 2009 and May 14, 2009.
  - (4) The option, representing a right to purchase a total of 12,000 shares of Class A Common stock, became exercisable with respect to 6,000 shares on each of November 8, 2008 and November 8, 2009.
  - (5) The option, representing a right to purchase a total of 6,000 shares of Class A Common stock, became exercisable with respect to 1,500 shares on each of August 27, 2009, November 27, 2009, February 27, 2010 and May 27, 2010.  
The option, representing a right to purchase a total of 6,000 shares of Class A Common stock, became exercisable with respect to 1,500
  - (6) shares on each of August 21, 2010, November 21, 2010 and February 21, 2011 and vests with respect to the remaining 1,500 shares on 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. 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.