

GELSINGER PATRICK P
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

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

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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 *
GELSINGER PATRICK P

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 AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

PALO ALTO, CA 94304

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 (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	03/01/2019		M ⁽¹⁾		21,086 A \$ 69.81	277,920	D
Class A Common Stock	03/01/2019		S ⁽¹⁾		1,500 D 176.52	276,420	D
Class A Common Stock	03/01/2019		S ⁽¹⁾		4,452 D 177.62	271,968	D
Class A Common	03/01/2019		S ⁽¹⁾		7,477 D \$ 178.55	264,491	D

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Stock						<u>(2) (5)</u>		
Class A Common Stock	03/01/2019		<u>S(1)</u>	4,792	D	\$ 179.51	259,699	D
						<u>(2) (6)</u>		
Class A Common Stock	03/01/2019		<u>S(1)</u>	1,965	D	\$ 180.51	257,734	D
						<u>(2) (7)</u>		
Class A Common Stock	03/01/2019		<u>S(1)</u>	900	D	\$ 181.61	256,834	D
						<u>(2) (8)</u>		
Class A Common Stock	03/01/2019		<u>F(9)</u>	15,890	D	\$ 178.2	241,015 <u>(10)</u>	D
Class A Common Stock							151,869	I by GRAT

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

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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 of Underlying Security (Instr. 3 and 4)
Stock Option (right-to-buy)	\$ 69.81	03/01/2019		<u>M(1)</u>	21,086	<u>(11)</u> 07/25/2020	Class A Common Stock 21,086

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chief Executive Officer	

GELSINGER PATRICK P
3401 HILLVIEW AVENUE
PALO ALTO, CA 94304

Signatures

Larry Wainblat,
attorney-in-fact

03/05/2019

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (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) Price represents weighted average for sales reported. The range of prices for the sales reported is \$175.93. through \$176.91.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$177.05 through \$178.04
- (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$178.06 through \$179.02.
- (6) Price represents weighted average for sales reported. The range of prices for the sales reported is \$179.07 through \$180.05.
- (7) Price represents weighted average for sales reported. The range of prices for the sales reported is \$180.07 through \$181.00
- (8) Price represents weighted average for sales reported. The range of prices for the sales reported is \$181.12 through \$182.05.
- (9) Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded restricted stock units.
- (10) 71 shares were acquired under the VMware, Inc. Employee Stock Purchase Plan on February 28, 2019.
- (11) The option is fully vested.

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.