

GELSINGER PATRICK P

Form 4

March 05, 2019

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GELSINGER PATRICK P

(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)  
03/01/2019

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)

Chief Executive Officer

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)
Class A Common Stock	03/01/2019		M <sup>(1)</sup>	21,086	A \$ 69.81	277,920	D
Class A Common Stock	03/01/2019		S <sup>(1)</sup>	1,500	D \$ (2) (3) 176.52	276,420	D
Class A Common Stock	03/01/2019		S <sup>(1)</sup>	4,452	D \$ (2) (4) 177.62	271,968	D
Class A Common	03/01/2019		S <sup>(1)</sup>	7,477	D \$ 178.55	264,491	D

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

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 69.81	03/01/2019		M <sup>(1)</sup>	21,086	<sup>(11)</sup>	07/25/2020	Class A Common Stock	21,0

## 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.  
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