

VMWARE, INC.

Form 4

February 08, 2012

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 *
STROHM DAVID N

(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)
02/07/2012

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	02/07/2012		M		6,000	A	\$ 66.32	0	D
Class A Common Stock	02/07/2012		M		6,000	A	\$ 29.95	0	D
Class A Common Stock	02/07/2012		M		6,000	A	\$ 60.34	0	D
Class A Common Stock	02/07/2012		S		18,000	D	\$ 94.5	33,576	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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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 66.32	02/07/2012		M		6,000		<u>(1)</u>	05/14/2015	Common Stock	6,000
Stock Option (right-to-buy)	\$ 29.95	02/07/2012		M		6,000		<u>(2)</u>	05/27/2016	Common Stock	6,000
Stock Option (right-to-buy)	\$ 60.34	02/07/2012		M		6,000		<u>(3)</u>	05/21/2017	Comomon Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STROHM DAVID N 3401 HILLVIEW AVE. PALO ALTO, CA 94304	X

Signatures

Larry Wainblat,
attorney-in-fact 02/08/2012

__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) 1,500 shares vested on each of August 14, 2008, November 14, 2008, February 14, 2009 and May 14, 2009

(2) 1,500 shares vested on each of August 27, 2009, November 27, 2009, February 27, 2010 and May 27, 2010.

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(3) 1,500 shares vested on each of August 21, 2010, November 21, 2010, February 21, 2011 and 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.

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