McAniff Richard Form 4 September 09, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Section 16.

Form 4 or

Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Liviting Healthing Company Act of 1025 on Section 1934,

may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McAniff Richard		ng Person *	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)	3. Date of Earliest Transaction	(===== an application)			
3401 HILLVIEW AVENUE  (Street)  PALO ALTO, CA 94304			(Month/Day/Year) 09/08/2010	Director 10% Owner X_ Officer (give title Other (specify below) EVP, Products and CDO			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	Table I - Nor	1-Derivative Securities Acq	uired, Disposed o	of, or Be	neficia	lly Owned
1.Title of	2. Transaction Dat	e 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.		7. Nature
~ .	(3.5 1.75 /5.7 )		10 00		~	_		T 11

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Date, if Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)	
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
CI A			Code v	Amount	(D)	Price			
Class A						\$			
Common	09/08/2010		M	15,000	A	30.04	0	D	
Stock						30.04			
Class A						\$			
Common	09/08/2010		S	15,000	D	84.19	198,833	D	
Stock				,		(1) (2)	,		
Stock									

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

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SEC 1474

(9-02)

#### Edgar Filing: McAniff Richard - Form 4

## 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 tionDerivative 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 Securition (Instr. 3 and 4)	
				Code V	(A) (D)	)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (right-to-buy)	\$ 30.04	09/08/2010		M	15,0	00	<u>(3)</u>	04/14/2015	Class A Common Shares	15,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McAniff Richard

3401 HILLVIEW AVENUE EVP, Products and CDO

PALO ALTO, CA 94304

## **Signatures**

Larry Wainblat, Attorney-in-fact 09/09/2010

\*\*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 \$84.12 through \$84.29.
- (2) The reporting person will provide upon request by the commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The option, representing a right to purchase a total of 235,000 shares of Class A Common stock, became exercisable as to one-quarter of the shares on April 14, 2010, and vests in 36 equal monthly installments as to the remaining shares until fully exercisable on April 14, 2013

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.

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