

Raghuram Rangarajan (Raghu)

Form 4

March 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Raghuram Rangarajan (Raghu)

(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)

03/11/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

COO, Products & Cloud Services

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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	03/11/2019		M ⁽¹⁾	27,754 A	\$ 69.81 304,104	D	
Class A Common Stock	03/11/2019		M ⁽¹⁾	7,028 A	\$ 80.25 311,132	D	
Class A Common Stock	03/11/2019		S ⁽¹⁾	14,412 D	\$ 169.77 296,720 (2) (3)	D	
Class A Common	03/11/2019		S ⁽¹⁾	21,899 D	\$ 274,821 170.55	D	

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Stock				(2) (4)			
Class A							
Common	03/12/2019	A	84,234 (5)	A	\$ 0	359,055	D
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
Stock Option (right-to-buy)	\$ 69.81 (6)	03/11/2019		M(1)	27,754 (7)	(8) 07/25/2020	Class A Common Stock
Stock Option (right-to-buy)	\$ 80.25 (6)	03/11/2019		M(1)	7,028 (7)	(8) 07/24/2021	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Raghuram Rangarajan (Raghu) 3401 HILLVIEW AVENUE PALO ALTO, CA 94304	COO, Products & Cloud Services

Signatures

Larry Wainblat,
attorney-in-fact 03/13/2019

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 \$169.27 through \$170.26.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$170.27 through \$170.63.
- (5) Amount determined upon satisfaction of performance criteria of a previously awarded performance stock unit award.
- (6) Reflects equitable adjustment to the option exercise price as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the exercise price was multiplied by a conversion factor of 0.8307.
- (7) Reflects equitable adjustment to the number of outstanding options as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the number of outstanding option shares was multiplied by a conversion factor of 1.2038.
- (8) 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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