Maritz Paul Form 4 November 19, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction See Instruction 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

. .

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Maritz Paul Issuer Symbol VMWARE, INC. [VMW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 3401 HILLVIEW AVE. 11/15/2012 below) below) Director (Street) 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 PALO ALTO, CA 94304 Person

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative S | ecurit | ies Acqui | red, Disposed of | , or Beneficial | ly 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) | Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | (====================================== | |
| Class A Common Stock | 11/15/2012 | | F | 2,866 (1) | D | \$ 84.77 | 38,388 | D | |
| Class A Common Stock | 11/16/2012 | | M | 500,000 | A | \$ 33.95 | 538,388 | D | |
| Class A Common Stock | 11/16/2012 | | F | 338,878 (2) | D | \$ 85.81 | 199,510 | D | |
| Class A Common | 11/19/2012 | | S | 161,122 | D | \$ 86.66 | 38,388 | D | |

Stock (3) (4)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--|--|--------------------|---|----------------------------|
| | | | | Code V | 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Employee Stock Option (right to buy) | \$ 33.95 | 11/16/2012 | | M | 500,000 | <u>(5)</u> | 09/14/2014 | Class A Common Stock | 500,00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Maritz Paul 3401 HILLVIEW AVE. PALO ALTO, CA 94304 | X | | Director | | | | |

Signatures

Larry Wainblat, attorney-in-fact

**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) Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded restricted stock units.
- (2) Shares withheld by VMware, Inc. to satisfy exercise price and taxes payable in connection with Mr. Maritz's stock option exercise.
- (3) Price represents weighted average for sales reported. The range of prices for the sales reported is \$86.19 through \$87.085.
- (4) 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.

Reporting Owners 2

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(5) 25% of the option shares vested on September 10, 2009. The remaining 75% vested monthly thereafter over three years.

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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