

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Maritz Paul

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)  
3401 HILLVIEW AVE.  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2012

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

PALO ALTO, CA 94304

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	11/15/2012		F		2,866 <sup>(1)</sup>	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 <sup>(2)</sup>	D	\$ 85.81 199,510 D
Class A Common	11/19/2012		S		161,122	D	\$ 86.66 38,388 D



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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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