VERISIGN INC/CA

Form 4

December 21, 2004

FORM 4 IINI

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. 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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCLAVOS STRATTON D			2. Issuer Name and Ticker or Trading Symbol VERISIGN INC/CA [VRSN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approache)		
			(Month/Day/Year)	X Director 10% Owner		
487 EAST MIDDLEFIELD ROAD			12/17/2004	_X_ Officer (give title Other (specify below)		
				Chairman, President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MOUNTAIN VIEW, CA 94043				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	ble I - Non	ı-Derivative	Secur	ities A	cquired, Dispose	ed of, or Bene	eficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			Securities Ownership Be		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	12/17/2004		A	25,000 (1)	A	\$ 0	57,320	D	
Common Stock	12/17/2004		A	100,000 (2)	A	\$0	157,320	D	
Common Stock							85,600	I	by EladhaPartnersLP
Common Stock							227,621	I	by Sclavos1990RvTrst
Common Stock							12,205	I	by SclavosFmlyFndtn

Common Stock

18,333

I

by SclavosFmlyPrtnrs

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 33.38	12/17/2004		A	250,000	12/17/2005(4)	12/17/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.049	12/17/2004		A	400,000	12/17/2005 <u>(5)</u>	12/17/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 7.6719					10/30/1999	10/30/2005	Common Stock
Incentive Stock Option (right to buy)	\$ 74.188					12/29/2001	12/29/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.6719					10/30/1999	10/30/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.08					05/24/2003(6)	05/24/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.3125					12/15/1999	12/15/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.7813					12/18/1999	12/18/2005	Common Stock
• • • • • • • • • • • • • • • • • • • •	\$ 15.87					10/29/2004(7)	10/29/2010	

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Non-Qualified Stock Option (right to buy)				Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.71	02/21/2003(6)	02/21/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.0625	07/30/2000	07/30/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 59.4	10/02/2001(8)	05/02/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 74.188	12/29/2001	12/29/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 55.94	08/01/2002(9)	08/01/2008	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SCLAVOS STRATTON D 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	X		Chairman, President & CEO			

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Stratton D. Sclavos

12/21/2004 Date

**Signature of Reporting Person

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).
- On 12/17/2004, Mr. Sclavos was awarded 25,000 restricted stock units. Each restricted stock unit represents a contingent right to **(1)** receive one (1) share of VeriSign common stock once vested. The award vests 100% on the second anniversary from the date of grant. Once fully vested, one-third (1/3) of the total shares cannot be sold for an additional one year period.
 - On 12/17/2004, Mr. Sclavos was awarded 100,000 restricted stock units (RSUs). Each restricted stock unit represents a contingent right to receive one (1) share of VeriSign common stock once vested. Ten percent (10%) of the total RSUs granted vest and become
- exercisable on the first anniversary of the date of grant, twenty percent (20%) of the total RSUs granted vest and become exercisable on **(2)** the second anniversary of the date of grant, thirty percent (30%) of the total RSUs granted vest and become exercisable on the third anniversary of the date of grant, and forty percent (40%) of the total RSUs granted vest and become exercisable on the fourth anniversary of the date of grant.
- Shares held of record by the Sclavos 1990 Revocable Trust of which Mr. Sclavos and Jody Sclavos, his wife, are co-trustees. (3)

(4)

Reporting Owners 3

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Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.

- (5) Ten percent (10%) of the total options granted vest and become exercisable on the first anniversary of the date of grant, twenty percent (20%) of the total options granted vest and become exercisable on the second anniversary of the date of grant, thirty percent (30%) of the total options granted vest and become exercisable on the third anniversary of the date of grant, and forty percent (40%) of the total options granted vest and become exercisable on the fourth anniversary of the date of grant.
- (6) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (7) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
- (8) Options vest 25% on October 2, 2001, and thereafter with respect to 6.25% of the shares each quarter for a total of 25% each 12 month period.
- (9) Options vest 25% on November 1, 2001, and thereafter with respect to 6.25% of the shares each quarter for a total of 25% each 12 month period.

Remarks:

Reporting Person's total direct holdings disclosed in Table I, Item 5 under Amount of Securities Beneficially Owned Followin

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.