

VERISIGN INC/CA

Form 5

February 14, 2006

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
ULAM JAMES M

(Last) (First) (Middle)

487 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
VERISIGN INC/CA [VRSN]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/30/2005	Â	F4 ⁽¹⁾	3,905 D Amount (D) Price \$ 21.9	12,832	D	Â

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Securities
Incentive Stock Option (right to buy)	\$ 149.25	Â	Â	Â	Â Â	06/23/2001 ⁽²⁾ 06/23/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.08	Â	Â	Â	Â Â	05/24/2003 ⁽³⁾ 05/24/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.88	Â	Â	Â	Â Â	11/11/2003 ⁽⁴⁾ 08/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.71	Â	Â	Â	Â Â	02/21/2003 ⁽³⁾ 02/21/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.4	Â	Â	Â	Â Â	08/02/2006 ⁽⁵⁾ 08/02/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.53	Â	Â	Â	Â Â	11/03/2005 ⁽⁶⁾ 11/03/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.16	Â	Â	Â	Â Â	09/06/2002 ⁽⁷⁾ 09/06/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.438	Â	Â	Â	Â Â	03/15/2001 ⁽⁸⁾ 03/15/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.791	Â	Â	Â	Â Â	04/20/2000 ⁽⁹⁾ 04/20/2004	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 74.188	Â	Â	Â	Â Â	12/29/2001 ⁽¹⁰⁾ 12/29/2007	Common Stock
Non-Qualified Stock Option	\$ 149.25	Â	Â	Â	Â Â	06/23/2001 ⁽¹¹⁾ 06/23/2007	Common Stock

(right to buy)

Restricted
Stock Unit
(RSU)

\$ 0

Â

Â

Â

Â

Â

08/02/2006⁽¹²⁾

08/02/2009

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ULAM JAMES M 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	Â	Â	Â SVP, Gen. Counsel & Secretary	Â

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: James M.
Ulam

02/14/2006

__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) Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to vesting of restricted stock award.
 - (2) 447 options vest and become exercisable on June 23, 2001, 223 options vest and become exercisable on December 23, 2001 and thereafter with respect to 6.25% of the shares each quarter.
 - (3) 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.
 - (4) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
 - (5) 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.
 - (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) Fifty percent (50%) of the total options granted on September 6, 2001, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter
 - (8) Fifty percent (50%) of the total options granted on March 15, 2001 vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.
 - (9) 1,935 options are exercisable immediately, 3,870 options vest and become exercisable on April 21, 2001, and an additional 2,580 options vest and become exercisable on April 21, 2002 and April 21, 2003, respectively.
 - (10) Twenty-five percent (25%) of the total options granted on December 29, 2000 vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.
 - (11) 8,303 options vest and become exercisable on June 23, 2001, 4,152 options vest and become exercisable on December 23, 2001 and thereafter with respect to 6.25% of the shares each quarter.
 - (12) On 08/02/2005, Reporting Person was awarded 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 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

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grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.