

VMWARE, INC.

Reported by
INTEL CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/02/08 for the Period Ending 11/28/08

Address	3401 HILLVIEW AVENUE PALO ALTO, CA, 94304
Telephone	(650) 427-5000
CIK	0001124610
Symbol	VMW
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	01/31

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
INTEL CORP			VMWARE, INC. [CLWR]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
2200 MISSION COLLEGE BLVD., RNB4-151			11/28/2008					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SANTA CLARA, CA 95054						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	11/28/2008		C		9905732 (1)	A	(2)	36666666 (1)	I	Through wholly- owned subsidiaries (3)
CLASS A COMMON STOCK	11/28/2008		D		36666666 (1)	D	(1)	0	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
CLASS B COMMON STOCK	(4)	11/28/2008		C		9905732 (1)		8/8/1988	8/8/1988	Class B Common Stock	9905732 (1)	(1)	0	I	Through wholly- owned subsidiary (5)
WARRANTS (RIGHT TO ACQUIRE CLASS A COMMON STOCK)	(4)	11/28/2008		D		93333		11/28/2008	2/16/2011	Class A Common Stock	93333 (1)	(6)	0	I	Through wholly- owned subsidiary (7)

Explanation of Responses:

(1) Capitalized terms used in this footnote and not otherwise defined in this Form 4, shall have the meanings set for in the Schedule 13D filed by Intel on May 19, 2008 (the "Schedule 13D"). On November 28, 2008, the Merger was completed. Pursuant to the Agreements, and in connection with the Merger: (i) 9,905,732 shares of Clearwire Class B Common Stock beneficially owned by the Reporting Person were converted into 9,905,732 shares of Common Stock prior to completion of the Merger; and (ii) following such conversion, Clearwire merged with and into a wholly-owned subsidiary of Newco, as a result of which 36,759,999 shares of Common Stock beneficially owned by the Reporting Person (including warrants exercisable for 93,333 shares of Class A Common Stock held by Middlefield Ventures, Inc., a wholly-owned subsidiary of the Reporting Person) were cancelled and converted into the right to receive 36,759,999 shares of Newco Class A Common Stock (including warrants exercisable for 93,333 shares of Newco Class A Capitalized terms used in this footnote and not otherwise defined in this Form 4, shall have the meanings set for in the Schedule 13D filed by Intel on May 19, 2008 (the "Schedule 13D"). On November 28, 2008, the Merger was completed. Pursuant to the Agreements, and in connection with the Merger: (i) 9,905,732 shares of Clearwire Class B Common Stock beneficially owned by the Reporting Person were converted into 9,905,732 shares of Common Stock prior to completion of the Merger; and (ii) following such conversion, Clearwire merged with and into a wholly-owned subsidiary of Newco, as a result of which 36,759,999 shares of Common Stock beneficially owned by the Reporting Person (including warrants exercisable for 93,333 shares of Class A Common Stock held by Middlefield Ventures, Inc., a wholly-owned subsidiary of the Reporting Person) were cancelled and converted into the right to receive 36,759,999 shares of Newco Class A Common Stock (including warrants exercisable for 93,333 shares of Newco Class A Common Stock).

- (2) Shares acquired upon conversion of Class B Common Stock.
- (3) These shares are owned directly by Intel Capital Corporation and Intel Capital (Cayman) Corporation, both of which are wholly-owned subsidiaries of Intel Corporation. Intel Corporation is an indirect beneficial owner of the reported securities.
- (4) Security converts to common stock on a one-for-one basis.
- (5) These shares are owned directly by Intel Capital Corporation, a wholly-owned subsidiary of Intel Corporation. Intel Corporation is an indirect beneficial owner of the reported securities.
- (6) The starting exercise price of these warrants is \$5.00, subject to adjustment as set forth in the form of warrant.
- (7) These warrants are owned directly by Middlefield Ventures, Inc., a wholly-owned subsidiary of Intel Corporation. Intel Corporation is an indirect beneficial owner of the reported securities.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTEL CORP 2200 MISSION COLLEGE BLVD. RNB4-151 SANTA CLARA, CA 95054	X	X		

Signatures

Arvind Sodhani, Executive Vice President; President, Intel Capital

12/2/2008

---Signature of Reporting Person

Date

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

* 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).

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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