

**VMWARE, INC.**  
Filed by  
**AXA FINANCIAL INC**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 08/11/08

Address	3401 HILLVIEW AVENUE PALO ALTO, CA, 94304
Telephone	(650) 427-5000
CIK	0001124610
Symbol	VMW
SIC Code	6311 - Life Insurance
Industry	Life & Health Insurance
Sector	Financials
Fiscal Year	01/31

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## SCHEDULE 13G

Under the Securities exchange Act of 1934

(AMENDMENT NO.1)\*

**VMWARE INC**  
(NAME OF ISSUER)

**CL A COM**  
(TITLE OF CLASS OF SECURITIES)

928563402  
(CUSIP NUMBER)

July 31, 2008  
(Date of event which requires filing of this Statement)

NOTE: A MAJORITY OF THE SHARES REPORTED IN THIS SCHEDULE 13G ARE HELD BY UNAFFILIATED THIRD-PARTY CLIENT ACCOUNTS MANAGED BY ALLIANCEBERNSTEIN L.P., AS INVESTMENT ADVISER. (ALLIANCEBERNSTEIN L.P. IS A MAJORITY-OWNED SUBSIDIARY OF AXA FINANCIAL, INC.)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- X Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

<PAGE

CUSIP NO. 928563402

13G

Page 2 of 11 Pages

- 1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*

(A) [X]  
(B) [ ]

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France



NUMBER OF SHARES	5.	SOLE VOTING POWER	3,433,837
BENEFICIALLY OWNED AS OF July 31, 2008	6.	SHARED VOTING POWER	13,636
REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	3,689,471
	8.	SHARED DISPOSITIVE POWER	13,387

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,702,858  
 (Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.4%

12. TYPE OF REPORTING PERSON \*  
 IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

<PAGE

CUSIP NO. 928563402 13G Page 5 of 11

1. NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 \* (A) [ ]  
 (B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES	5.	SOLE VOTING POWER	3,421,203
BENEFICIALLY OWNED AS OF July 31, 2008	6.	SHARED VOTING POWER	13,636
BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	3,676,837
	8.	SHARED DISPOSITIVE POWER	13,387

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,690,224  
 (Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \* | |

11. PERCENT OF CLASS REPRESENTED BY 4.4%

12. TYPE OF REPORTING PERSON \*  
 HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

<PAGE

13G Page 6 of 11

Item 1(a) Name of  
 VMWARE INC

Item 1(b) Address of Issuer's Principal Executive Offices:  
 3401 Hillview Avenue  
 Palo Alto, CA 94304

Item 2(a) and (b)  
 Name of Person Filing and Address of Principal Business Office:

AXA Assurances I.A.R.D Mutuelle, and  
 AXA Assurances Vie Mutuelle,

26, rue Drouot  
75009 Paris, France

as a group (collectively, the 'Mutuelles AXA').

AXA  
25, avenue Matignon  
75008 Paris, France

AXA Financial, Inc.  
1290 Avenue of the Americas  
New York, New York 10104

(Please contact Dean Dubovy at (212) 314-5528 with any questions.)

<PAGE

13G

Page 7 of 11

Item 2(c) Citizenship:  
Mutuelles AXA and AXA - France  
AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:

CL A COM

Item 2(e) Cusip Number:  
928563402

Item 3. Type of Reporting Person:  
AXA Financial, Inc. as a parent holding company,  
in accordance with 240.13d-1(b)(ii)(G).

The Mutuelles AXA, as a group, acting as a parent holding  
company.

AXA as a parent holding company.

<PAGE

13G

Page 8 of 11

<TABL

Item 4. Ownership July 31, 2008  
(a) Amount Beneficially Owned:  
3,702,858 shares of common stock beneficially owned including:

### No. of Shares

### Subtotals

---

AXA	0
AXA Entity or Entities	
Common acquired solely for investment	
AXA Investment Managers Paris	6,034
AXA Framlington	6,600
AXA Financial, Inc.	0
Subsidiaries:	
AllianceBernstein L.P.	
acquired solely for investment	
purposes on behalf of client	
discretionary investment advisory	
accounts:	

Common Stock

3,688,324

3,688,324

AXA Equitable Life Insurance Company  
acquired solely for investment  
purposes:

Common Stock

1,900

1,900

Total

-----  
3,702,858

=====

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class: 4.4%



(CONT.)

(c) Deemed Voting Power and Disposition Power:

Deemed	(i)	(ii)	(iii)	(iv)
	Deemed	Deemed	Deemed	
Power	to have Sole Power	to have Shared Power	to have Sole Power	to have Shared
	to Vote or to Direct the Vote	to Vote or to Direct the Vote	to Dispose or to Direct the Disposition	to Dispose or to Direct the Disposition
AXA	0	0	0	0
AXA Entity or Entities:				
AXA Investment Managers Paris (France)	6,034	0	6,034	0
AXA Framlington	6,600	0	6,600	0
AXA Financial, Inc.	0	0	0	0
Subsidiaries:				
AllianceBernstein	3,419,303	13,636	3,674,937	13,387
AXA Equitable Life Insurance	1,900	0	1,900	0
	3,433,83	13,636	3,689,471	13,387

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

(X)

**Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A**

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:**

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

(X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities:

(X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:

**AXA Investment Managers Paris (France)**

**AXA Framlington**

(X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of the following subsidiaries:

(X) AllianceBernstein L.P.  
(13-3434400), an investment adviser registered under  
Section 203 of the Investment Advisers Act of 1940.

(X) AXA Equitable Life Insurance Company (13-5570651), an insurance company and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.



**Item 8. Identification and Classification of Members of the Group. N/A**

**Item 9. Notice of Dissolution of Group: N/A**

**Item 10. Certification:**

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 11, 2008

AXA FINANCIAL, INC.\*

/s/ Alvin H. Fenichel

Alvin H. Fenichel  
Senior Vice President  
and Controller

\*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

**EXHIBIT I**

**JOINT FILING AGREEMENT**

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: August 11, 2008

**AXA Financial, Inc.**

*BY: /s/ Alvin H. Fenichel*

-----

*Alvin H. Fenichel*

*Senior Vice President and Controller*

AXA Assurances I.A.R.D. Mutuelle; AXA  
Assurances Vie Mutuelle; as a group, and AXA

Signed on behalf of each of the above entities

*BY: /s/ Alvin H. Fenichel*

-----

*Alvin H. Fenichel*