

VMWARE, INC.

Reported by
CARTY DONALD J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/02/19 for the Period Ending 12/28/18

Address	3401 HILLVIEW AVENUE PALO ALTO, CA, 94304
Telephone	(650) 427-5000
CIK	0001124610
Symbol	VMW
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 * CARTY DONALD J (Last) (First) (Middle) 3401 HILLVIEW AVENUE (Street) PALO ALTO, CA 94303 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [VMW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (MM/DD/YYYY) 12/28/2018	
	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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

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				
Dell Technologies Class V common stock	(1)(2)	12/28/2018		J			3566	(1)(2)	(1)(2)	see footnote 2	(1)(2)	(1)(2)	0	D	

Explanation of Responses:

- (1) Disposed of in connection with share exchange transaction conducted by Dell Technologies ("DT") pursuant to which each outstanding share of DT Class V common stock was exchanged for either (i) 1.8066 shares of DT Class C common stock, or (ii) \$120.00 in cash, subject to a cap of \$14 billion on the aggregate amount of cash consideration. Pursuant to the DT share exchange transaction, DT Class V common stock was eliminated.
- (2) DT Class V common stock was intended to track and reflect the economic performance of the Class V Group of DT, which had attributed to it the economic value of a portion of DT's controlling interest in VMware. Accordingly, the Class V stock may have been considered a derivative security relating to VMware Class A common stock or an equity security relating to VMware. The filing of this Form 4 shall not be deemed an admission that the Class V stock was a derivative security relating to VMware Class A common stock or an equity security relating to VMware for purposes of Section 16 of the Securities Exchange Act of 1934.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARTY DONALD J 3401 HILLVIEW AVENUE PALO ALTO, CA 94303	X			

Signatures

Larry Wainblat, attorney-in-fact

1/2/2019

--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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