

VMWARE, INC.
Reported by
ESCHENBACH CARL M.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 08/08/08 for the Period Ending 08/06/08

Address	3401 HILLVIEW AVENUE PALO ALTO, CA, 94304
Telephone	(650) 427-5000
CIK	0001124610
Symbol	VMW
SIC Code	7372 - Services-Prepackaged Software
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	01/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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)
Eschenbach Carl M.	VMWARE, INC. [VMW]	☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) EVP Worldwide Field Operations
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
3401 HILLVIEW AVE.	8/6/2008	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
PALO ALTO, CA 94304		☒ Form filed by One Reporting Person ☐ 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	8/6/2008		M		20000	A	\$23.00	0	D	
Class A Common Stock	8/6/2008		S		1900	D	\$35.66	0	D	
Class A Common Stock	8/6/2008		S		4500	D	\$35.68	0	D	
Class A Common Stock	8/6/2008		S		600	D	\$35.69	0	D	
Class A Common Stock	8/6/2008		S		500	D	\$35.71	0	D	
Class A Common Stock	8/6/2008		S		3100	D	\$35.73	0	D	
Class A Common Stock	8/6/2008		S		1200	D	\$35.74	0	D	
Class A Common Stock	8/6/2008		S		1700	D	\$35.75	0	D	
Class A Common Stock	8/6/2008		S		900	D	\$35.76	0	D	
Class A Common Stock	8/6/2008		S		2900	D	\$35.77	0	D	
Class A Common Stock	8/6/2008		S		800	D	\$35.78	0	D	
Class A Common Stock	8/6/2008		S		400	D	\$35.79	0	D	
Class A Common Stock	8/6/2008		S		400	D	\$35.80	0	D	
Class A Common Stock	8/6/2008		S		100	D	\$35.82	0	D	
Class A Common Stock	8/6/2008		S		800	D	\$35.83	0	D	
Class A Common Stock	8/6/2008		S		100	D	\$35.84	0	D	
Class A Common Stock	8/6/2008		S		100	D	\$35.86	0	D	
Class A Common Stock	8/6/2008		S		163	D	\$35.94	25482	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				
Employee Stock Option (right to buy)	\$23	8/6/2008		M			20000	6/8/2008	6/8/2013	Class A Common Stock	20000	\$0	280000	D	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eschenbach Carl M. 3401 HILLVIEW AVE. PALO ALTO, CA 94304			EVP Worldwide Field Operations	

Signatures

/s/ Larry Wainblat, attorney-in-fact

****** Signature of Reporting Person

8/8/2008

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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