

**VMWARE, INC.**  
Reported by  
**KRYSLER P. KEVAN**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/14/19 for the Period Ending 01/10/19

|             |  |
|-------------|--|
| Address     | 3401 HILLVIEW AVENUE<br>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

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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 *<br><b>Kryslar P. Kevan</b><br>(Last) (First) (Middle)<br><b>3401 HILLVIEW AVENUE</b><br>(Street)<br><b>PALO ALTO, CA 94304</b><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>VMWARE, INC. [ VMW ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director _____ 10% Owner<br>____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>Sr. Vice President, CAO</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>1/10/2019</b>   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>____ <input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person  |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)  |  |  |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                |   |                              |   |   |               |          |   |   |   |
|--|----------------|---|------------------------------|---|---|---------------|----------|---|---|---|
| 1. Title of Security<br>(Instr. 3)   | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |          | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price    |   |   |   |
| Class A Common Stock   | 1/10/2019      |   | F                            |   | 1462<br>(1)   | D             | \$148.88 | 51985 (2)   | 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 |  |   |  | Date Exercisable  | Expiration Date |  |  |  |  |

**Explanation of Responses:**

(1) Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded restricted stock units.

(2) Reflects equitable adjustment to the number of unvested RSUs as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the number of unvested RSUs was multiplied by a conversion factor of 1.2038.

| Reporting Owner Name / Address                                  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Kryslar P. Kevan<br>3401 HILLVIEW AVENUE<br>PALO ALTO, CA 94304 |               |           | Sr. Vice President, CAO |       |

**Signatures**

Larry Wainblat, attorney-in-fact                      1/14/2019

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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