VMWARE, INC.

Reported by

POWELL DENNIS D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/25/11 for the Period Ending 04/21/11

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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 * **POWELL DENNIS D** (Last) (First) (Middle)	2. Issuer Name **and** Ticker or Trading Symbol **VMWARE, INC. [VMW]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director ___ 10% Owner ___ Officer (give title below) ___ Other (specify below)
3401 HILLVIEW AVENUE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **4/21/2011**	
PALO ALTO, CA 94304 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ 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			
Class A Common Stock	**4/21/2011**		**M**		**6000**	**A**	**$66.32**	**0**	**D**	
Class A Common Stock	**4/21/2011**		**M**		**12000**	**A**	**$56.67**	**0**	**D**	
Class A Common Stock	**4/21/2011**		**M**		**6000**	**A**	**$29.95**	**0**	**D**	
Class A Common Stock	**4/21/2011**		**M**		**4500**	**A**	**$60.34**	**0**	**D**	
Class A Common Stock	**4/21/2011**		**S**		**30500**	**D**	**$97.30** (1) (2)	**6000**	**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				
Stock Option (right-to-buy)	**$66.32**	**4/21/2011**		**M**			**6000**	(3)	**5/14/2015**	**Class A Common Stock**	**6000**	**$0**	**0**	**D**	
Stock Option (right-to-buy)	**$56.67**	**4/21/2011**		**M**			**12000**	(4)	**1/31/2015**	**Class A Common Stock**	**12000**	**$0**	**0**	**D**	
Stock Option (right-to-buy)	**$29.95**	**4/21/2011**		**M**			**6000**	(5)	**5/27/2016**	**Class A Common Stock**	**6000**	**$0**	**0**	**D**	
Stock Option (right-to-buy)	**$60.34**	**4/21/2011**		**M**			**4500**	(6)	**5/21/2017**	**Class A Common Stock**	**4500**	**$0**	**1500**	**D**	

Explanation of Responses:

(1) Price represents weghted average for sales reported. The range of prices for the sales reported is $97.14 through $97.50.

(2) The reporting person will provide upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The option, representing a right to purchase a total of 6,000 shares of Class A Common stock, became exercisable with respect to 1,500 shares on each of August 14, 2008, November 14, 2008, February 14, 2009 and May 14, 2009.

(4) The option, representing a right to purchase a total of 12,000 shares of Class A Common stock, became exercisable with respect to 6,000 shares on each of November 8, 2008 and November 8, 2009.

(5) The option, representing a right to purchase a total of 6,000 shares of Class A Common stock, became exercisable with respect to 1,500 shares on each of August 27, 2009, November 27, 2009, February 27, 2010 and May 27, 2010.

(6) The option, representing a right to purchase a total of 6,000 shares of Class A Common stock, became exercisable with respect to 1,500 shares on each of August 21, 2010, November 21, 2010 and February 21, 2011 and vests with respect to the remaining 1,500 shares on May 21, 2011.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWELL DENNIS D **3401 HILLVIEW AVENUE** **PALO ALTO, CA 94304**	**X**			

Signatures

/s/ Larry Wainblat, attorney-in-fact	**4/25/2011**
** 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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