

# **VMWARE, INC.**

Reported by  
**EMC CORP**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/01/11 for the Period Ending 11/29/11

|             |  |
|-------------|--|
| Address     | 3401 HILLVIEW AVENUE<br>PALO ALTO, CA, 94304 |
| Telephone   | (650) 427-5000                               |
| CIK         | 0001124610                                   |
| Symbol      | VMW  |
| SIC Code    | 3572 - Computer Storage Devices              |
| Industry    | Computer Hardware                            |
| 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>EMC CORP</b><br><br>(Last) (First) (Middle)<br><b>176 SOUTH STREET</b><br>(Street)<br><b>HOPKINTON, MA 01748</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><br>____ Director <input checked="" type="checkbox"/> 10% Owner<br>____ Officer (give title below)      ____ Other (specify below)   |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>11/29/2011</b>  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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) or<br>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   | 11/29/2011     |   | P                            |   | 32300   | A             | \$92.7413 | 37362226  | 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 |  |  |  |  |
|  |  |                |                                   |                           |   | (A)  | (D)                                     |  |   |                 |  |  |  |  |

Explanation of Responses:

Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| EMC CORP<br>176 SOUTH STREET<br>HOPKINTON, MA 01748 |               | X         |         |       |

Signatures

/s/ June D. Duchesne  
\*\* Signature of Reporting Person

12/1/2011  
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.