

# **VMWARE, INC.**

Reported by  
**PEEK MARK S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/31/11 for the Period Ending 10/27/11

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

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

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continue. See Instruction 1(b).

### 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 * <b>PEEK MARK S</b> (Last) (First) (Middle) <b>3401 HILLVIEW AVE</b> (Street) <b>PALO ALTO, CA 94304</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VMWARE, INC. [ VMW ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>CFO &amp; Co-President, Bus Ops</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>10/27/2011</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ 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 (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)
Class A Common Stock	10/27/2011		M	Amount (A) or (D) 36459 A	Price \$23.00	0	D
Class A Common Stock	10/27/2011		S	Amount (A) or (D) 31459 D	Price \$99.70 (1)(2)	128493 (3)	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)
Employee Stock Option (right to buy)	\$23.00	10/27/2011		M	Amount (A) or (D) 36459	Date Exercisable (4) 6/8/2013	Class A Common Stock	36459	\$0	0	D

#### Explanation of Responses:

- (1) Price represents weighted average for sales reported. The range of prices for the sales reported is \$99.63 through \$99.88.
- (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) 113 shares and 101 shares were acquired under the VMware, Inc. Employee Stock Purchase Plan on January 31, 2011 and July 29, 2011, respectively.
- (4) The option, representing a right to purchase a total of 250,000 shares of Class A common stock, became exercisable as to one-quarter of the shares on June 8, 2008 and vested in 36 equal monthly installments as to the remaining shares until fully exercisable on June 8, 2011.

#### Reporting Owners

Reporting Owner Name / Address	Relationships
PEEK MARK S 3401 HILLVIEW AVE PALO ALTO, CA 94304	Director 10% Owner Officer Other CFO & Co-President, Bus Ops

#### Signatures

Larry Wainblat, attorney-in-fact

10/31/2011

\*\*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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