

# **VMWARE, INC.**

Reported by  
**POONEN SANJAY**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 08/14/13 for the Period Ending 08/07/13

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 3

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

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### INITIAL STATEMENT OF 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>POONEN SANJAY</b>  (Last) (First) (Middle)	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>8/7/2013</b>	3. Issuer Name and Ticker or Trading Symbol <b>VMWARE, INC. [VMW]</b>
<b>3401 HILLVIEW AVENUE</b>  (Street)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director ____ 10% Owner ____ <b>X</b> Officer (give title below) _____ Other (specify below) <b>EVP &amp; General Manager, EUC /</b>	6. Individual or Joint/Group Filing (Check Applicable Line)  ____ <b>X</b> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
<b>PALO ALTO, CA 94304</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	

#### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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#### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

#### Explanation of Responses:

#### Remarks:

No securities are beneficially owned.

No securities are beneficially owned.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>POONEN SANJAY</b> <b>3401 HILLVIEW AVENUE</b> <b>PALO ALTO, CA 94304</b>			<b>EVP &amp; General Manager, EUC</b>	

#### Signatures

Larry Wainblat, attorney-in-fact

8/14/2013

— 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 5(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.

POWER OF ATTORNEY

I, Sanjay Poonen, appoint each of Craig D. Norris, S. Dawn Smith and Larry R. Wainblat as my attorney-in-fact to:

(1) execute on my behalf, in my capacity as an officer or director of VMware, Inc. (the "Company"), Forms 144 in accordance with Rule 144 of the Securities Act of 1933 and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (collectively, the "Forms");

(2) perform on my behalf any act necessary or desirable to complete and execute any Form, complete and execute any amendment to a Form and timely file the Forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action related to the Forms that, in his or her opinion, may benefit me or may be legally required of me.

Each attorney-in-fact has the power and authority to appoint a substitute attorney-in-fact, revoke that appointment and determine the form, terms and conditions of any document executed by him or her. I acknowledge that none of the attorneys-in-fact or the Company are assuming any of my responsibilities to comply with Rule 144 of the Securities Act of 1933 or Section 16 of the Securities Exchange Act of 1934. By signing this Power of Attorney, I am ratifying and confirming all actions lawfully taken by an attorney-in-fact in the performance of his or her duties under this Power of Attorney.

As of the date below, any and all prior powers of attorney executed by me related to the Forms are hereby revoked and superseded by this Power of Attorney. This Power of Attorney will remain effective until I am no longer required to file Forms related to my holdings of Company securities, unless I earlier deliver a signed revocation notice to the Company's general counsel. If an attorney-in-fact terminates employment with the Company, this Power of Attorney will be deemed revoked with respect to the departing attorney-in-fact and will remain effective with respect to each other attorney-in-fact remaining employed by the Company until terminated pursuant to the preceding sentence.

I have signed this Power of Attorney on August 9, 2013.

By:           /s/ Sanjay Poonen  
Sanjay Poonen  
Executive Vice President, & General Manager,  
End User Computing