

**VMWARE, INC.**  
Reported by  
**ESCHENBACH CARL M.**

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

Filed 03/05/08 for the Period Ending 03/03/08

|             |                                              |
|-------------|----------------------------------------------|
| 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>Eschenbach Carl M.</b><br>(Last) (First) (Middle)<br><b>3401 HILLVIEW AVE.</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><br>____ Director _____ 10% Owner<br><input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below)<br><b>EVP Worldwide Field Operations</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>3/3/2008</b>                                                                                                                                  |                                                                            | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> X 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                                                             | 3/3/2008       |                                         | F                            |   | 11444<br>(1)                                                            | D             | \$55.81 | 39824 (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 | (A)                                                                                    | (D) | Date Exercisable                        | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |

#### Explanation of Responses:

- (1) Shares withheld by VMware, Inc. to satisfy certain taxes payable in connection with the vesting of previously awarded shares of restricted stock.
- (2) Includes 304 shares acquired under the VMware, Inc. 2007 Employee Stock Purchase Plan in January 2008.

#### Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                |       |
|-----------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                        | Other |
| Eschenbach Carl M.<br>3401 HILLVIEW AVE.<br>PALO ALTO, CA 94304 |               |           | EVP Worldwide Field Operations |       |

#### Signatures

Rashmi Garde, attorney-in-fact                      3/5/2008  
\_\_\_\_\_  
\*\* 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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