

# **VMWARE, INC.**

Reported by  
**SMITH S. DAWN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/16/13 for the Period Ending 10/14/13

|             |  |
|-------------|--|
| 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  |

☐ 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 *   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |
| <b>Smith S. Dawn</b>  | <b>VMWARE, INC. [ VMW ]</b>                        | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Senior VP and General Counsel</b> |
| <div> <div>(Last)</div> <div>(First)</div> <div>(Middle)</div> </div> <b>3401 HILLVIEW AVENUE</b> | 3. Date of Earliest Transaction (MM/DD/YYYY)       |   |
| (Street)  | <b>10/14/2013</b>                                  |   |
| <b>PALO ALTO, CA 94304</b>  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |
| <div> <div>(City)</div> <div>(State)</div> <div>(Zip)</div> </div>                                |  | <input checked="" type="checkbox"/> X Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|---------|--|--|--|
|                                    |                |                                   | Code                         | V | Amount   | (A) or (D) | Price   |  |  |  |
| Class A Common Stock               | 10/14/2013     |                                   | F                            |   | 4568<br>(1)  | D          | \$80.28 | 15250  | D  |  |

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

[illegible]

### Explanation of Responses:

(1) Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded restricted stock units.

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| <b>Smith S. Dawn</b><br><b>3401 HILLVIEW AVENUE</b><br><b>PALO ALTO, CA 94304</b> |               |           | <b>Senior VP and General Counsel</b> |       |

## Signatures

**Larry Wainblat, attorney-in-fact**

**10/16/2013**

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 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.