

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

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

Filed 04/25/11 for the Period Ending 04/21/11

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**

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Eschenbach Carl M.</b>			<b>VMWARE, INC. [ VMW ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Co-President, Customer Ops</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>3401 HILLVIEW AVE.</b>			<b>4/21/2011</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>PALO ALTO, CA 94304</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	4/21/2011		M		29167	A	\$23.00	0	D	
Class A Common Stock	4/21/2011		M		4167	A	\$30.80	0	D	
Class A Common Stock	4/21/2011		S		33447	D	\$96.47 (1)(2)	99103 (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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right-to-buy)	\$23.00	4/21/2011		M		29167		(4)	6/8/2013	Class A Common Stock	29167	\$0	14584	D	
Employee Stock Option (right-to-buy)	\$30.80	4/21/2011		M		4167		(5)	6/15/2015	Class A Common Stock	4167	\$0	27084	D	

**Explanation of Responses:**

- Price represents weighted average for sales reported. The range of prices for the sales reported is \$96.21 through \$96.57.
- 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.
- 113 shares were acquired under the VMware, Inc. Employee Stock Purchase plan on January 31, 2011.
- The option, representing a right to purchase a total of 350,000 shares of Class A Common stock, became exercisable with respect to 25% of the shares on June 8, 2008. Thereafter, the remaining 75% of the option vests in equal monthly installments over three years.
- This option, representing a right to purchase 50,000 shares of Class A Common Stock, became exercisable as to 25% of the shares on June 1, 2010. Thereafter, the remaining 75% of the option vests in equal monthly installments over three years.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Eschenbach Carl M. 3401 HILLVIEW AVE. PALO ALTO, CA 94304</b>			<b>Co-President, Customer Ops</b>	

**Signatures**

/s/ Larry Wainblat, attorney-in-fact

4/25/2011

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.