

VMWARE, INC.
Reported by
GELSINGER PATRICK P

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 09/09/16 for the Period Ending 09/07/16

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)
GELSINGER PATRICK P	VMWARE, INC. [VMW]	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
3401 HILLVIEW AVENUE	9/7/2016	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
PALO ALTO, CA 94304		<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

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				
Dell Technologies Class V common stock	(1)(2)	9/7/2016		J		27860		(1)(2)	(1)(2)	see footnote 2	(1)(2)	(1)(2)	27860	D	
Dell Technologies Class V common stock	(2)(3)	9/7/2016		J		20645		(2)(3)	(2)(3)	see footnote 2	(2)(3)	(2)(3)	20645	I	held by LLC (4)

Explanation of Responses:

- Received in connection with the acquisition by Dell Technologies Inc. ("DT") of EMC Corporation ("EMC") by merger (the "Merger"), in exchange for 249,966 shares of EMC common stock. The reporting person acquired the right to receive \$24.05 in cash and 0.11146 shares of DT Class V common stock (the "Class V stock") per share of EMC common stock at the effective time of the Merger. On the effective date of the Merger, the closing price of the Class V stock was \$48.00 per share. The Class V stock has no exercise date or expiration date.
- As of June 30, 2016, EMC held 80.6% of the outstanding common stock of VMware, Inc. ("VMW") and 97.4% of the combined voting power of VMW's outstanding common stock. Effective at the effective time of the Merger, DT became the indirect owner of all of such shares, and VMW became an indirectly-held, majority-owned subsidiary of DT. The Class V stock is intended to track and reflect the economic performance of the Class V Group of DT, which will initially have attributed to it approximately 65% of the economic value of EMC's economic interest in VMware, which was acquired by DT in the Merger. Accordingly, the Class V stock may be considered a derivative security relating to VMW Class A common stock or an equity security relating to VMW. The filing of this Form 4 shall not be deemed an admission that the Class V stock is a derivative security relating to VMW Class A common stock or an equity security relating to VMW for purposes of Section 16 of the Securities Exchange Act of 1934.
- Received in connection with the Merger, in exchange for 185,226 shares of EMC common stock. The reporting person acquired the right to receive \$24.05 in cash and 0.11146 shares of DT Class V common stock (the "Class V stock") per share of EMC common stock at the effective time of the Merger. On the effective date of the Merger, the closing price of the Class V stock was \$48.00 per share. The Class V stock has no exercise date or expiration date.
- These shares are held in a limited liability company ("LLC") established for the benefit of the reporting person's children. The reporting person's spouse is manager of the LLC. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GELSINGER PATRICK P 3401 HILLVIEW AVENUE	X		Chief Executive Officer	

PALO ALTO, CA 94304				
---------------------	--	--	--	--

Signatures

Larry Wainblat, attorney-in-fact

9/9/2016

—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.