

Krysler P. Kevan
 Form 4
 September 06, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Krysler P. Kevan

2. Issuer Name and Ticker or Trading Symbol
 VMWARE, INC. [VMW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3401 HILLVIEW AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Vice President, CAO

PALO ALTO, CA 94304

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 09/01/2017 | | M | | 3,851 A \$ 86.33 0 | D | |
| Class A Common Stock | 09/01/2017 | | M | | 2,149 A \$ 95.05 0 | D | |
| Class A Common Stock | 09/01/2017 | | S | | \$ 13,751 D 107.69 0 | D | |
| Class A Common | 09/01/2017 | | F | | \$ 1,667 D 71,370 (4) 107.48 | D | |

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option (right-to-buy) | \$ 86.33 | 09/01/2017 | | M | 3,851 | ⁽⁵⁾ 11/14/2021 | Class A Common Stock | 3,851 |
| Stock Option (right-to-buy) | \$ 95.05 | 09/01/2017 | | M | 2,149 | ⁽⁶⁾ 06/13/2021 | Class A Common Stock | 2,149 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Krysler P. Kevan 3401 HILLVIEW AVENUE PALO ALTO, CA 94304 | | | Sr. Vice President, CAO | |

Signatures

Larry Wainblat,
attorney-in-fact

09/06/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Edgar Filing: Kryslar P. Kevan - Form 4

- (1) Price represents weighted average for sales reported. The range of prices for the sales reported is \$107.24 through \$108.07.
- (2) 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.
- (3) Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded restricted stock units.
- (4) 101 shares were acquired under the VMware, Inc. Employee Stock Purchase Plan on July 31, 2017.
- (5) 3,851 shares subject to this option are fully vested. The remaining shares vest in equal monthly installments and become fully vested and exercisable on November 1, 2018.
- (6) 2,423 shares subject to this option are fully vested. The remaining shares vest in equal monthly installments and become fully vested and exercisable on May 1, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.