

WERNER KEVIN A
Form 4
January 25, 2011

FORM 4

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

OMB APPROVAL

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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 *
WERNER KEVIN A

2. Issuer Name and Ticker or Trading Symbol
VERISIGN INC/CA [VRSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
21355 RIDGETOP CIRCLE

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President

(Street)

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

DULLES, VA 20166

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/21/2011 | | A | 6,148 (1) A \$ 0 | 87,317.3078 | D | |
| Common Stock | 01/21/2011 | | A | 1,281 (1) A \$ 0 | 88,598.3078 | D | |
| Common Stock | 01/21/2011 | | A | 1,022 (1) A \$ 0 | 89,620.3078 | D | |
| Common Stock | 01/21/2011 | | A | 3,825 (2) A \$ 0 | 93,445.3078 | D | |
| Common Stock | 01/21/2011 | | A | 996 (2) A \$ 0 | 94,441.3078 | D | |

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| | | | | | | | |
|--------------|------------|---|--------------|---|----------|-------------|---|
| Common Stock | 01/21/2011 | A | 1,665 (2) | A | \$ 0 | 96,106.3078 | D |
| Common Stock | 01/21/2011 | A | 2,049 (2) | A | \$ 0 | 98,155.3078 | D |
| Common Stock | 01/21/2011 | F | 2,394 (3) | D | \$ 32.21 | 95,761.3078 | D |
| Common Stock | 01/21/2011 | F | 374 (3) | D | \$ 32.21 | 95,387.3078 | D |
| Common Stock | 01/21/2011 | F | 469 (3) | D | \$ 32.21 | 94,918.3078 | D |

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.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WERNER KEVIN A 21355 RIDGETOP CIRCLE DULLES, VA 20166 | | | Senior Vice President | |

Signatures

By: Richard H. Goshorn, as attorney-in-fact For: Kevin A. Werner

01/25/2011

__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).

(1) Restricted stock units ("RSUs") received in connection with vested options and the \$3.00 per share of Common Stock cash dividend declared by VeriSign, Inc.'s Board of Directors on December 9, 2010 and paid on December 28, 2010. Each RSU represents a contingent right to receive one (1) share of VeriSign common stock once vested. RSUs vested immediately upon grant.

(2) Restricted stock units ("RSUs") received in connection with unvested options and the \$3.00 per share of Common Stock cash dividend declared by VeriSign, Inc.'s Board of Directors on December 9, 2010 and paid on December 28, 2010. Each RSU represents a contingent right to receive one (1) share of VeriSign common stock once vested. These RSUs will vest on the second anniversary of the grant date, provided the holder continues to be employed by, or provide services to, the company on such date.

(3) Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to vesting of restricted stock units.

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.