

VERITAS SOFTWARE CORP /DE/
Form 4
July 08, 2005

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 *
BRIGDEN JOHN F

2. Issuer Name and Ticker or Trading Symbol
VERITAS SOFTWARE CORP /DE/
[VRTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
350 ELLIS STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen. Counsel, Secretary

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

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 | 07/02/2005 | | D ⁽¹⁾ | V 11,655 D ② | 12,243 | D | |
| Common Stock | 06/30/2005 | | J ⁽³⁾ | V 588 A \$ 14.7645 | 12,243 | D | |

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

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SEC 1474 (9-02)

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non Qualified Stock Option (right to buy) | \$ 16.26 | 07/02/2005 | | D ⁽⁴⁾ | V 150,000 | <u>(5)</u> | 11/19/2012 | Common Stock | 150,000 |
| Non Qualified Stock Option (right to buy) | \$ 24.37 | 07/02/2005 | | D ⁽⁴⁾ | V 150,000 | <u>(6)</u> | 05/06/2013 | Common Stock | 150,000 |
| Non Qualified Stock Option (right to buy) | \$ 24.56 | 07/02/2005 | | D ⁽⁴⁾ | V 170,000 | <u>(7)</u> | 02/15/2012 | Common Stock | 170,000 |
| Non Qualified Stock Option (right to buy) | \$ 28.72 | 07/02/2005 | | D ⁽⁴⁾ | V 56,875 | <u>(8)</u> | 08/31/2011 | Common Stock | 56,875 |
| Non Qualified Stock Option (right to buy) | \$ 33.04 | 07/02/2005 | | D ⁽⁴⁾ | V 100,000 | <u>(9)</u> | 02/17/2014 | Common Stock | 100,000 |
| Non Qualified Stock Option (right to buy) | \$ 43.83 | 07/02/2005 | | D ⁽⁴⁾ | V 30,000 | <u>(10)</u> | 08/03/2011 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRIGDEN JOHN F 350 ELLIS STREET MOUNTAIN VIEW, CA 94043 | | | SVP, Gen. Counsel, Secretary | |

Signatures

Edward F. Malysz, as attorney-in-fact for John F. Brigden

07/08/2005

__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) Exempt transaction pursuant to Rule 16b-3(e) of the Exchange Act of 1934, as amended.
- (2) Shares were disposed of pursuant to merger agreement with Symantec Corporation in exchange for shares of Symantec Corporation common stock based on an exchange ratio of 1.1242 and having a value of \$21.22 per share on the effective date of merger.
- (3) Shares were acquired through the 2002 Employee Stock Purchase Plan on 6/30/2005.
- (4) Exempt transaction pursuant to Rule 16b-3(e) of the Exchange Act of 1934, as amended.
- (5) Option, which provided for vesting in forty-eight equal monthly installments beginning 9/1/2002 and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 168,630 shares of Symantec Corporation common stock having an exercise price of \$14.4636 per share.
- (6) Option, which provided for vesting in forty-eight equal monthly installments beginning 4/21/2003 and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 168,629 shares of Symantec Corporation common stock having an exercise price of \$21.6776 per share.
- (7) Option, which provided for vesting in forty-eight equal monthly installments beginning 11/15/2004, was assumed by Symantec Corporation and replaced with an option to acquire 191,114 shares of Symantec Corporation common stock having an exercise price of \$21.8466 per share.
- (8) Option, which provided for vesting in forty-eight equal monthly installments beginning 8/31/2001 and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 63,939 shares of Symantec Corporation common stock having an exercise price of \$25.5471 per share.
- (9) Option, which provided for vesting in forty-eight equal monthly installments beginning 11/1/2003 and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 112,420 shares of Symantec Corporation common stock having an exercise price of \$29.3898 per share.
- (10) Option, which provided for one-eighth of the option vesting on 11/21/2001 and the remaining shares vesting in forty-two equal monthly installments thereafter, and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 33,726 shares of Symantec Corporation common stock having an exercise price of \$38.9877 per share.

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.