

VERISIGN INC/CA
Form 4
May 24, 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 *
MCLAUGHLIN MARK D

(Last) (First) (Middle)

487 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	05/20/2005		S		1,252	D	
					\$ 29.75		
					0	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)

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

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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
Incentive Stock Option (right to buy)	\$ 97.7969					04/15/2001 ⁽¹⁾ 04/15/2007	Common Stock 3,06
Non-Qualified Stock Option (right to buy)	\$ 10.08					05/24/2003 ⁽²⁾ 05/24/2009	Common Stock 18,7
Non-Qualified Stock Option (right to buy)	\$ 12.88					09/26/2004 ⁽³⁾ 09/26/2010	Common Stock 49,5
Non-Qualified Stock Option (right to buy)	\$ 13.79					03/15/2002 ⁽⁴⁾ 03/15/2008	Common Stock 6,25
Non-Qualified Stock Option (right to buy)	\$ 13.79					09/06/2002 ⁽⁵⁾ 09/06/2008	Common Stock 25,0
Non-Qualified Stock Option (right to buy)	\$ 13.79					02/21/2003 ⁽⁶⁾ 02/21/2009	Common Stock 50,0
Non-Qualified Stock Option (right to buy)	\$ 17.36					08/31/2005 ⁽⁷⁾ 08/31/2011	Common Stock 72,0
Non-Qualified Stock Option (right to buy)	\$ 33.38					12/17/2005 ⁽⁸⁾ 12/17/2011	Common Stock 25,0
Non-Qualified Stock Option (right to buy)	\$ 97.7969					04/15/2001 ⁽¹⁾ 04/15/2007	Common Stock 21,9
Non-Qualified Stock Option (right to buy)	\$ 151.25					08/01/2001 ⁽¹⁾ 08/01/2007	Common Stock 50,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLAUGHLIN MARK D 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			Senior Vice President	

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Mark D. McLaughlin 05/24/2005

__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) Immediately
- (2) 25% of the options vested and became exercisable on 05/24/03, and thereafter with respect to 6.25% of the shares each quarter from the date of grant.
- (3) 25% of the options vested and became exercisable on 09/26/04, and thereafter with respect to 6.25% of the shares each quarter from the date of grant.
- (4) This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on March 15, 2002 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.
- (5) This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on September 6, 2002 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.
- (6) This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on February 21, 2003 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.
- (7) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (8) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.

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.