VMWARE, INC. Form 4 February 21, 2017

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number: January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average

0.5

Section 16.

burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

Expires:

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Smith S. Dawn	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)	VMWARE, INC. [VMW] 3. Date of Earliest Transaction	(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specification)) Senior VP, Chief Legal Officer				
3401 HILLVIEW AVENUE	(Month/Day/Year) 02/16/2017					
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PALO ALTO, CA 94304		Form filed by More than One Reporting Person				

(City)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownersl (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct any Code (Instr. 3, 4 and 5) Beneficially (D) or (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (A) Reported Transaction(s) (Instr. 3 and 4)							f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)		Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	6. Ownership Form: Direct	7. Nature of Indirect Beneficial
(msu. 3)		•		Amount	(A) or	Price	Owned Following Reported	Indirect (I)	Ownership (Instr. 4)
Class A			Code v	Amount	(D)	\$			
Common Stock	02/16/2017		S	772	D	90.81 (1) (2)	61,246	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		ionNumber Expiration D		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								А	mount		
						_		01			
						Date	Expiration		lumber		
					Exercisable	Date	of				
			Code V	(A) (D)			SI	hares			

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Smith S. Dawn 3401 HILLVIEW AVENUE PALO ALTO, CA 94304

Senior VP, Chief Legal Officer

Signatures

Larry Wainblat, 02/21/2017 attorney-in-fact

**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) Price represents weighted average for sales reported. The range of prices for the sales reported is \$90.80 through \$90.84.
- 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.

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.

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