

GELSINGER PATRICK P
 Form 4
 September 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
GELSINGER PATRICK P

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)
08/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

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 | 08/31/2018 | | G | V | 7,170 D \$ 0 | 411,923 | D |
| Class A Common Stock | 09/01/2018 | | F | | 13,199 (1) D \$ 153.26 | 398,795 | D |
| Class A Common Stock | 09/04/2018 | | M | | 25,000 A \$ 84.04 | 423,795 | D |
| Class A Common | 09/04/2018 | | S | | 1,602 D \$ 150.69 | 422,193 | D |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------------------|--------------------|---|
| Stock | | | | | | <u>(2)</u> <u>(3)</u> | | |
| Class A | | | | | | \$ | | |
| Common Stock | 09/04/2018 | | S | 11,594 | D | 151.84 | 410,599 | D |
| | | | | | | <u>(3)</u> <u>(4)</u> | | |
| Class A | | | | | | \$ | | |
| Common Stock | 09/04/2018 | | S | 11,804 | D | 152.61 | 398,795 <u>(6)</u> | D |
| | | | | | | <u>(3)</u> <u>(5)</u> | | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right-to-buy) | \$ 84.04 | 09/04/2018 | | M | 25,000 | <u>(7)</u> 07/25/2020 | Class A Common Stock 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GELSINGER PATRICK P 3401 HILLVIEW AVENUE PALO ALTO, CA 94304 | X | | Chief Executive Officer | |

Signatures

Larry Wainblat,
attorney-in-fact

09/05/2018

 **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) Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded restricted stock units.
- (2) Price represents weighted average for sales reported. The range of prices for the sales reported is \$150.23 through \$151.20.
- (3) 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.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$151.29 through \$152.28.
- (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$152.29 through \$152.89.
- (6) 71 shares were acquired under the VMware, Inc. Employee Stock Purchase Plan on August 31, 2018.
- (7) The option is 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.