

MCLAUGHLIN MARK D
Form 4
January 18, 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 *
MCLAUGHLIN MARK D

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

21355 RIDGETOP CIRCLE

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/14/2011		F ⁽¹⁾	5,492 D \$ 33.15	151,778.9162	D	
Common Stock	01/14/2011		M	9,500 A \$ 17.4	161,278.9162	D	
Common Stock	01/14/2011		S	8,394 D \$ 32.564 ⁽²⁾	152,884.9162	D	
Common Stock	01/18/2011		S	6,987 D \$ 33.3307 ⁽³⁾	145,897.9162	D	

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

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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 (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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 17.4	01/14/2011		M	9,500	01/14/2010 ⁽⁴⁾ 01/14/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLAUGHLIN MARK D 21355 RIDGETOP CIRCLE DULLES, VA 20166	X		CEO and President	

Signatures

By: Luci Altman, as attorney-in-fact For: Mark D. McLaughlin
Date: 01/18/2011

**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) 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.
On January 14, 2011, the Reporting Person sold shares of common stock of VeriSign, Inc. at prices ranging from \$32.4900 to \$32.6700 per share. The Reporting Person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, VeriSign, Inc., or a security holder of VeriSign, Inc. full information regarding the number of shares sold at each separate price.
- (3) On January 18, 2011, the Reporting Person sold shares of common stock of VeriSign, Inc. at prices ranging from \$33.1400 to \$33.5200 per share. The Reporting Person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, VeriSign, Inc., or a security holder of VeriSign, Inc. full information regarding the number of shares sold at each separate price.

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- (4) Twenty-five percent (25%) of the total options granted vest and become exercisable on the first anniversary of the date of grant and thereafter with respect to 6.25% of the shares each quarterly anniversary of the date of grant until fully vested.

Remarks:

The transactions reported on this Form 4 were executed under the Reporting Person's Rule 10b5-1 Plan.

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.