Nielsen Tod Form 4 September 03, 2010

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

Check this box if no longer subject to

Section 16.

Form 4 or

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Nielsen Tod Issuer Symbol VMWARE, INC. [VMW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 3401 HILLVIEW AVE 09/01/2010 below) Chief Operating Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PALO ALTO, CA 94304

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	09/01/2010		M	30,000	A	\$ 25.09	0	D	
Class A Common Stock	09/01/2010		S	9,420	D	\$ 80.96 (1) (2)	0	D	
Class A Common Stock	09/01/2010		S	20,580	D	\$ 81.43 (2) (3)	0	D	
Class A Common	09/02/2010		M	30,000	A	\$ 25.09	0	D	

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

Stock

Class A

Common 09/02/2010 S 30,000 D \$82.5 179,233 (5) D

Stock

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)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securition
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (right-to-buy)	\$ 25.09	09/01/2010		M	30,000	<u>(4)</u>	02/13/2015	Class A Common Stock	30,0
Stock Option (right-to-buy)	\$ 25.09	09/02/2010		M	30,000	<u>(4)</u>	02/13/2015	Class A Common Stock	30,0

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Nielsen Tod

3401 HILLVIEW AVE Chief Operating Officer

PALO ALTO, CA 94304

Signatures

Larry Wainblat, 09/03/2010 attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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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 \$80.24 through \$81.23.
- (2) The reporting person will provide upon request by the commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Price represents weighted average for sales reported. The range of prices for the sales reported is \$81.24 through \$81.69.
 - The option, representing a right to purchase a total of 400,000 shares of Class A Common stock, became exercisable as to one-quarter of
- (4) the shares on February 13, 2010, and vests in 36 equal monthly installments as to the remaining shares until fully exercisable on February 13, 2013.
- (5) Includes 193 shares acquired under the VMware, Inc. Employee Stock Purchase plan in July, 2010.

Remarks:

The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person 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.