

PEEK MARK S
Form 4/A
March 23, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PEEK MARK S

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)

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

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

3401 HILLVIEW AVE

11/15/2010

Chief Financial Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/17/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94304

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 11/15/2010 | | M | | 52,306 | A | \$ 23 0 |
| Class A Common Stock | 11/15/2010 | | S | | 42,141 | D | \$ 78.71 <u>(1) (3)</u> <u>(4)</u> |
| Class A Common Stock | 11/15/2010 | | S | | 8,965 | D | \$ 79.52 <u>(1) (3)</u> <u>(5)</u> |

Edgar Filing: PEEK MARK S - Form 4/A

| | | | | | | | |
|----------------------------|------------|---|-------|---|---|---|---|
| Class A Common Stock | 11/15/2010 | S | 1,200 | D | \$ 81.07 <u>(1) (3)</u> <u>(6)</u> | 0 | D |
|----------------------------|------------|---|-------|---|---|---|---|

| | | | | | | | |
|----------------------------|------------|---|--------|---|------|--------------------|---|
| Class A Common Stock | 11/16/2010 | A | 49,103 | A | \$ 0 | 123,279 <u>(7)</u> | D |
|----------------------------|------------|---|--------|---|------|--------------------|---|

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.

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 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 |
| Employee Stock Option (right to buy) | \$ 23 | 11/15/2010 | | M | 52,306 <u>(1)</u> | <u>(2)</u> 06/08/2013 | Class A Common Stock 52,306 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEEK MARK S 3401 HILLVIEW AVE PALO ALTO, CA 94304 | | | Chief Financial Officer | |

Signatures

Larry Wainblat,
attorney-in-fact

03/23/2011

 **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) Transactions indicated were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
 - (2) The option, representing a right to purchase a total of 250,000 shares of Class A common stock, became exercisable as to one-quarter of the shares on June 8, 2008 and vests in 36 equal monthly installments as to the remaining shares until fully exercisable on June 8, 2011.
 - (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 \$78.14 through \$79.10.
 - (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$79.15 through \$80.11.
 - (6) Price represents weighted average for sales reported. The range of prices for the sales reported is \$81.04 through \$81.14.
- Represents corrected number of shares of Class A Common Stock held by reporting person following reported transactions. Mr. Peek's Form 4 filing on August 4, 2010 underreported the amount of securities beneficially owned following the transactions reported on that filing by 30,000 shares. Subsequent Form 4 filings on August 9, 2010, November 3, 2010, November 8, 2010 and the initial filing of this Form 4 on November 17, 2010 also underreported the amount of securities beneficially owned by 30,000 shares.

Remarks:

This amendment is being filed to correct the amount of securities beneficially owned following the reported transactions. See I

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.