

PEEK MARK S

Form 4

April 26, 2010

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PEEK MARK S

(Last) (First) (Middle)

3401 HILLVIEW AVE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
VMWARE, INC. [VMW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Financial Officer

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

**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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Class A Common Stock            | 02/16/2010                           |                                                    | M                              |                                                                   | 15,000 | A          | \$ 23 0                                                                                       |                                                          | D                                                     |
| Class A Common Stock            | 04/22/2010                           |                                                    | M                              |                                                                   | 15,000 | A          | \$ 23 0                                                                                       |                                                          | D                                                     |
| Class A Common Stock            | 04/22/2010                           |                                                    | M                              |                                                                   | 7,915  | A          | \$ 23 0                                                                                       |                                                          | D                                                     |
| Class A Common                  | 04/22/2010                           |                                                    | S                              |                                                                   | 13,815 | D          | \$ 60.35 0                                                                                    |                                                          | D                                                     |
|                                 |                                      |                                                    |                                |                                                                   |        |            | (1) (2)                                                                                       |                                                          |                                                       |

# Edgar Filing: PEEK MARK S - Form 4

Stock

|         |            |   |       |   |         |   |   |
|---------|------------|---|-------|---|---------|---|---|
| Class A |            |   |       |   | \$      |   |   |
| Common  | 04/22/2010 | S | 9,000 | D | 61.359  | 0 | D |
| Stock   |            |   |       |   | (2) (3) |   |   |

|         |            |   |     |   |       |         |   |
|---------|------------|---|-----|---|-------|---------|---|
| Class A |            |   |     |   | \$    |         |   |
| Common  | 04/22/2010 | S | 100 | D | 61.73 | 266,127 | D |
| Stock   |            |   |     |   |       |         |   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|----------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| Stock Option<br>(right-to-buy)                      | \$ 23                                                                 | 02/16/2010                              |                                                             | M                                       |                                                                                                              | 15,000                                                         |     | <u>(4)</u>                                                       | 06/08/2013         | Class A<br>Common<br>Stock | 15,000                              |
| Stock Option<br>(right-to-buy)                      | \$ 23                                                                 | 04/22/2010                              |                                                             | M                                       |                                                                                                              | 15,000                                                         |     | <u>(4)</u>                                                       | 06/08/2013         | Class A<br>Common<br>Stock | 15,000                              |
| Stock Option<br>(right-to-buy)                      | \$ 23                                                                 | 04/22/2010                              |                                                             | M                                       |                                                                                                              | 7,915                                                          |     | <u>(4)</u>                                                       | 06/08/2013         | Class A<br>Common<br>Stock | 7,915                               |

## Reporting Owners

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

## Signatures

Larry Wainblat,  
attorney-in-fact

04/26/2010

\_\_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 \$59.70 through \$60.68.
- (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 \$60.72 through \$61.70.
- (4) 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 until fully exercisable on June 8, 2011.

### 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.

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