

Raghuram Rangarajan (Raghu)
Form 4
March 13, 2019

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 *
Raghuram Rangarajan (Raghu)

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)
03/11/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
COO, Products & Cloud Services

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 | 03/11/2019 | | M ⁽¹⁾ | | 27,754 | A | \$ 69.81 |
| | | | | | 304,104 | | |
| Class A Common Stock | 03/11/2019 | | M ⁽¹⁾ | | 7,028 | A | \$ 80.25 |
| | | | | | 311,132 | | |
| Class A Common Stock | 03/11/2019 | | S ⁽¹⁾ | | 14,412 | D | \$ 169.77 |
| | | | | | 296,720 | | |
| Class A Common | 03/11/2019 | | S ⁽¹⁾ | | 21,899 | D | \$ 170.55 |
| | | | | | 274,821 | | |

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| | | | | | | | |
|--------------|------------|---|---------------|---|---------|---------|---|
| Stock | | | | | (2) (4) | | |
| Class A | | | | | | | |
| Common Stock | 03/12/2019 | A | 84,234 (5) | A | \$ 0 | 359,055 | D |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right-to-buy) | \$ 69.81 (6) | 03/11/2019 | | M(1) | 27,754 (7) | (8) 07/25/2020 | Class A Common Stock | 27,754 (7) |
| Stock Option (right-to-buy) | \$ 80.25 (6) | 03/11/2019 | | M(1) | 7,028 (7) | (8) 07/24/2021 | Class A Common Stock | 7,028 (7) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Raghuram Rangarajan (Raghu) 3401 HILLVIEW AVENUE PALO ALTO, CA 94304 | | | COO, Products & Cloud Services | |

Signatures

Larry Wainblat,
attorney-in-fact

03/13/2019

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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) 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.
- (3) Price represents weighted average for sales reported. The range of prices for the sales reported is \$169.27 through \$170.26.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$170.27 through \$170.63.
- (5) Amount determined upon satisfaction of performance criteria of a previously awarded performance stock unit award.
- (6) Reflects equitable adjustment to the option exercise price as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the exercise price was multiplied by a conversion factor of 0.8307.
- (7) Reflects equitable adjustment to the number of outstanding options as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the number of outstanding option shares was multiplied by a conversion factor of 1.2038.
- (8) The option is fully vested.

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