

Maritz Paul
Form 4
November 19, 2012

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 *
Maritz Paul

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 AVE.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2012

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

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 or Price		
Class A Common Stock	11/15/2012		F		2,866 ⁽¹⁾	D	\$ 84.77 38,388 D
Class A Common Stock	11/16/2012		M		500,000	A	\$ 33.95 538,388 D
Class A Common Stock	11/16/2012		F		338,878 ⁽²⁾	D	\$ 85.81 199,510 D
Class A Common	11/19/2012		S		161,122	D	\$ 86.66 38,388 D

Stock

(3) (4)

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 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 Number Shares
Employee Stock Option (right to buy)	\$ 33.95	11/16/2012		M	500,000	<u>(5)</u> 09/14/2014	Class A Common Stock	500,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maritz Paul 3401 HILLVIEW AVE. PALO ALTO, CA 94304	X		Director	

Signatures

Larry Wainblat,
attorney-in-fact
11/19/2012

**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) Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded restricted stock units.
- (2) Shares withheld by VMware, Inc. to satisfy exercise price and taxes payable in connection with Mr. Maritz's stock option exercise.
- (3) Price represents weighted average for sales reported. The range of prices for the sales reported is \$86.19 through \$87.085.
- (4) 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.

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(5) 25% of the option shares vested on September 10, 2009. The remaining 75% vested monthly thereafter over three years.

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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