

VMWARE, INC.
Form 4
August 08, 2008

FORM 4

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

OMB APPROVAL

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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 *
Eschenbach Carl M.

(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)
08/06/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Worldwide Field Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	08/06/2008		M		20,000	A	\$ 23 0
Class A Common Stock	08/06/2008		S		1,900	D	\$ 35.66 0
Class A Common Stock	08/06/2008		S		4,500	D	\$ 35.68 0
Class A Common	08/06/2008		S		600	D	\$ 35.69 0

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Stock							
Class A Common Stock	08/06/2008	S	500	D	\$ 35.71	0	D
Class A Common Stock	08/06/2008	S	3,100	D	\$ 35.73	0	D
Class A Common Stock	08/06/2008	S	1,200	D	\$ 35.74	0	D
Class A Common Stock	08/06/2008	S	1,700	D	\$ 35.75	0	D
Class A Common Stock	08/06/2008	S	900	D	\$ 35.76	0	D
Class A Common Stock	08/06/2008	S	2,900	D	\$ 35.77	0	D
Class A Common Stock	08/06/2008	S	800	D	\$ 35.78	0	D
Class A Common Stock	08/06/2008	S	400	D	\$ 35.79	0	D
Class A Common Stock	08/06/2008	S	400	D	\$ 35.8	0	D
Class A Common Stock	08/06/2008	S	100	D	\$ 35.82	0	D
Class A Common Stock	08/06/2008	S	800	D	\$ 35.83	0	D
Class A Common Stock	08/06/2008	S	100	D	\$ 35.84	0	D
Class A Common Stock	08/06/2008	S	100	D	\$ 35.86	0	D
Class A Common Stock	08/06/2008	S	163	D	\$ 35.94	25,482	D

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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 23	08/06/2008		M	20,000	06/08/2008	06/08/2013	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eschenbach Carl M. 3401 HILLVIEW AVE. PALO ALTO, CA 94304			EVP Worldwide Field Operations	

Signatures

/s/ Larry Wainblat,
attorney-in-fact

08/08/2008

**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).

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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