

VMWARE, INC.
Form 4
September 09, 2016

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 *
GELSINGER PATRICK P

(Last) (First) (Middle)
3401 HILLVIEW AVENUE
(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)
09/07/2016

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)
Chief Executive Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dell Technologies Class V common stock	<u>(1)</u> <u>(2)</u>	09/07/2016	J		27,860		<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	see footnote 2	<u>(1)</u> <u>(2)</u>
Dell Technologies Class V common stock	<u>(2)</u> <u>(3)</u>	09/07/2016	J		20,645		<u>(2)</u> <u>(3)</u>	<u>(2)</u> <u>(3)</u>	see footnote 2	<u>(2)</u> <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GELSINGER PATRICK P 3401 HILLVIEW AVENUE PALO ALTO, CA 94304	X		Chief Executive Officer	

Signatures

Larry Wainblat,
attorney-in-fact

09/09/2016

**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).

Received in connection with the acquisition by Dell Technologies Inc. ("DT") of EMC Corporation ("EMC") by merger (the "Merger"), in exchange for 249,966 shares of EMC common stock. The reporting person acquired the right to receive \$24.05 in cash and 0.11146 (1) shares of DT Class V common stock (the "Class V stock") per share of EMC common stock at the effective time of the Merger. On the effective date of the Merger, the closing price of the Class V stock was \$48.00 per share. The Class V stock has no exercise date or expiration date.

(2) As of June 30, 2016, EMC held 80.6% of the outstanding common stock of VMware, Inc. ("VMW") and 97.4% of the combined voting power of VMW's outstanding common stock. Effective at the effective time of the Merger, DT became the indirect owner of all of such shares, and VMW became an indirectly-held, majority-owned subsidiary of DT. The Class V stock is intended to track and reflect the economic performance of the Class V Group of DT, which will initially have attributed to it approximately 65% of the economic value of EMC's economic interest in VMware, which was acquired by DT in the Merger. Accordingly, the Class V stock may be considered a derivative security relating to VMW Class A common stock or an equity security relating to VMW. The filing of this Form 4 shall not be deemed an admission that the Class V stock is a derivative security relating to VMW Class A common stock or an equity security relating to VMW for purposes of Section 16 of the Securities Exchange Act of 1934.

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(3) Received in connection with the Merger, in exchange for 185,226 shares of EMC common stock. The reporting person acquired the right to receive \$24.05 in cash and 0.11146 shares of DT Class V common stock (the "Class V stock") per share of EMC common stock at the effective time of the Merger. On the effective date of the Merger, the closing price of the Class V stock was \$48.00 per share. The Class V stock has no exercise date or expiration date.

(4) These shares are held in a limited liability company ("LLC") established for the benefit of the reporting person's children. The reporting person's spouse is manager of the LLC. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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