

VERITAS SOFTWARE CORP /DE/
Form 4
July 08, 2005

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 *
BLOOM GARY L

2. Issuer Name and Ticker or Trading Symbol
VERITAS SOFTWARE CORP /DE/
[VRTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
350 ELLIS STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/02/2005

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

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 07/02/2005 | | D ⁽¹⁾ | V 5,237 D ⁽²⁾ | 5,237 | I | by Trust |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 39.45 | 07/02/2005 | | D ⁽³⁾ | V | 12,670 | <u>(4)</u> | 04/04/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 16.26 | 07/02/2005 | | D ⁽³⁾ | V | 734,500 | <u>(5)</u> | 11/19/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 18.31 | 07/02/2005 | | D ⁽³⁾ | V | 1,250,000 | <u>(6)</u> | 10/01/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 24.56 | 07/02/2005 | | D ⁽³⁾ | V | 553,000 | <u>(7)</u> | 02/15/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 33.04 | 07/02/2005 | | D ⁽³⁾ | V | 400,000 | <u>(8)</u> | 02/17/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 39.45 | 07/02/2005 | | D ⁽³⁾ | V | 987,330 | <u>(9)</u> | 04/04/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLOOM GARY L 350 ELLIS STREET MOUNTAIN VIEW, CA 94043 | X | | Chief Executive Officer | |

Signatures

Edward F. Malysz, as attorney-in-fact for Gary Bloom
07/08/2005

__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) Exempt transaction pursuant to Rule 16b-3(e) of the Exchange Act of 1934, as amended.

(2)

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Shares were disposed of pursuant to merger agreement with Symantec Corporation in exchange for shares of Symantec Corporation common stock based on an exchange ratio of 1.1242 and having a value of \$21.22 per share on the effective date of merger.

- (3) Exempt transaction pursuant to Rule 16b-3(e) of the Exchange Act of 1934, as amended.

(4) Option, which provided for one-eighth of the option vesting on 5/4/2001 and the remaining option vesting in forty-two equal monthly installments thereafter, and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 14,243 shares of Symantec Corporation Common Stock having an exercise price of \$35.0916 per share.

(5) Option, which provided for vesting in forty-eight equal monthly installments beginning 9/1/2002 and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 825,725 shares of Symantec Corporation Common stock having an exercise price of \$14.4636 per share.

(6) Option, which provided for vesting in forty-eight equal monthly installments beginning 10/1/2001 and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 1,405,250 shares of Symantec Corporation Common stock having an exercise price of \$16.2871 per share.

(7) Option, which provided for vesting in forty-eight equal monthly installments beginning 11/15/2004, was assumed by Symantec Corporation and replaced with an option to acquire 621,682 shares of Symantec Corporation Common stock having an exercise price of \$21.8466 per share.

(8) Option, which provided for vesting in forty-eight equal monthly installments beginning 11/1/2003 and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 449,680 shares of Symantec Corporation Common stock having an exercise price of \$29.3898 per share.

(9) Option, which provided for vesting in forty-eight equal monthly installments beginning 4/1/2001 and was subject to 50% acceleration of all unvested shares upon a change in control, was assumed by Symantec Corporation and replaced with an option to acquire 1,109,956 shares of Symantec Corporation Common stock having an exercise price of \$35.0916 per share.

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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