

VMWARE, INC.
Form SC 13G
February 12, 2008

SCHEDULE 13G

CUSIP No. 928563402

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13d-2(b)**

(Amendment No. __)

VMware, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

928563402

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(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1 NAME OF REPORTING PERSON

EMC Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES

326,500,000 shares of Class A Common Stock(1)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

326,500,000 shares of Class A Common Stock(1)

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

326,500,000 shares of Class A Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

85.3%(2)

12 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Includes (i) 26,500,000 shares of Class A Common Stock and (ii) 300,000,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time. See Item 4. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock.
- (2) Based on 382,942,188 shares of common stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2007. Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock.

ITEM 1 (a): Name of Issuer:

VMware, Inc.

ITEM 1 (b): Address of Issuer's Principal Executive Offices:

3401 Hillview Avenue, Palo Alto, CA 94304

ITEM 2 (a): Name of Person Filing:

EMC Corporation

ITEM 2 (b): Address of Principal Business Office or, if None, Residence:

176 South Street, Hopkinton, MA 01748

ITEM 2 (c): Citizenship:

EMC Corporation is a Massachusetts corporation

ITEM 2 (d): Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share

ITEM 2 (e): CUSIP Number:

928563402

ITEM 3: If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4: Ownership.

- (a) Amount Beneficially Owned:
See the response to Item 9 on the attached Cover Page
- (b) Percent of Class:
See the response to Item 11 on the attached Cover Page
- (c) Number of shares as to which such persons have:
 - (i) Sole power to vote or to direct the vote:
See the response to Item 5 on the attached Cover Page
 - (ii) Shared power to vote or to direct the vote:
See the response to Item 6 on the attached Cover Page
 - (iii) Sole power to dispose or to direct the disposition of:
See the response to Item 7 on the attached Cover Page
 - (iv) Shared power to dispose or to direct the disposition of:

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See the response to Item 8 on the attached Cover Page

ITEM 5: Ownership of Five Percent or Less of a Class.

Not applicable

ITEM 6: Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

ITEM 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

ITEM 8: Identification and Classification of Members of the Group.

Not applicable

ITEM 9: Notice of Dissolution of a Group.

Not applicable

ITEM 10: Certification.

Not applicable

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2008

EMC CORPORATION

By: /s/ Paul T. Dacier

Name: Paul T. Dacier

Title: Executive Vice President and General Counsel