

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**

**EACH** 0  
**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