

VERISIGN INC/CA
Form 4
February 16, 2006

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 *
EVAN DANA L

(Last) (First) (Middle)
487 EAST MIDDLEFIELD ROAD
(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VERISIGN INC/CA [VRSN]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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			
Common Stock	02/14/2006		M	2,500 A \$ 10.08	9,082	D	
Common Stock	02/14/2006		S	2,500 D \$ 24.5	6,582	D	
Common Stock	02/14/2006		S	2,500 D \$ 24.5	56,816	I	by Evan1991 LvgTrust (1)
Common Stock					15,742	I	by TDC&R Inv LP (2)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 10.08	02/14/2006		M	2,500	05/24/2003	05/24/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 151.25					08/01/2001 ⁽³⁾	08/01/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.88					11/11/2003 ⁽⁴⁾	08/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.71					02/21/2003 ⁽⁵⁾	02/21/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.4					08/02/2006 ⁽⁶⁾	08/02/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.53					11/03/2005 ⁽⁷⁾	11/03/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.16					09/06/2002 ⁽⁸⁾	09/06/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.438					03/15/2002 ⁽⁹⁾	03/15/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.0625					07/30/2000 ⁽¹⁰⁾	07/30/2006	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 74,188	12/29/2001 ⁽¹¹⁾	12/29/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 151.25	08/01/2001 ⁽³⁾	08/01/2007	Common Stock
Restricted Stock Unit (RSU)	\$ 0	08/02/2006 ⁽¹²⁾	08/02/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVAN DANA L 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			Executive Vice President & CFO	

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Dana L.
Evan

02/16/2006

__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) Shares held of record by the Evan 1991 Living Trust U/A Dated 10/25/1991 of which Reporting Person and her spouse are co-trustees.
- (2) Shares held by TDC&R Investment LP, a family limited partnership, of which the Reporting Person, her spouse and children are partners.
- (3) Twenty-five percent (25%) of the total options granted on August 1, 2000 vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.
- (4) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
- (5) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (6) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (7) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (8) Fifty percent (50%) of the total options granted on September 6, 2001, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter
- (9) Fifty percent (50%) of the total options granted on March 15, 2001, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter
- (10) Are exercisable as to 6.25% of the shares each quarter after the date of grant.
- (11) Twenty-five percent (25%) of the total options granted on December 29, 2000, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.

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(12) On 08/02/2005, Reporting Person was awarded restricted stock units (RSUs). Each restricted stock unit represents a contingent right to receive one (1) share of VeriSign common stock once vested. Ten percent (10%) of the total RSUs granted vest and become exercisable on the first anniversary of the date of grant, twenty percent (20%) of the total RSUs granted vest and become exercisable on the second anniversary of the date of grant, thirty percent (30%) of the total RSUs granted vest and become exercisable on the third anniversary of the date of grant, and forty percent (40%) of the total RSUs granted vest and become exercisable on the fourth anniversary of the date of grant.

Remarks:

Reporting Person's total direct holdings disclosed in Table I, Item 5 under Amount of Securities Beneficially Owned Following

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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