

VERITAS SOFTWARE CORP /DE/

Form 4

July 08, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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 Indirect Beneficial 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.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 An Underlying Sec (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	⁽⁴⁾ 04/04/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.26	07/02/2005		D ⁽³⁾ V	734,500	⁽⁵⁾ 11/19/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.31	07/02/2005		D ⁽³⁾ V	1,250,000	⁽⁶⁾ 10/01/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.56	07/02/2005		D ⁽³⁾ V	553,000	⁽⁷⁾ 02/15/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 33.04	07/02/2005		D ⁽³⁾ V	400,000	⁽⁸⁾ 02/17/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 39.45	07/02/2005		D ⁽³⁾ V	987,330	⁽⁹⁾ 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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