

GELSINGER PATRICK P
Form 4
January 15, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GELSINGER PATRICK P

(Last) (First) (Middle)

3401 HILLVIEW AVENUE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VMWARE, INC. [VMW]

3. Date of Earliest Transaction
(Month/Day/Year)
01/11/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

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)
Class A Common Stock	01/11/2019		M	30,095	A \$ 69.81 286,929 ⁽¹⁾	D	
Class A Common Stock	01/11/2019		S	2,600	D \$ 145.56 284,329 ⁽¹⁾ ⁽²⁾ ⁽³⁾	D	
Class A Common Stock	01/11/2019		S	18,058	D \$ 146.64 266,271 ⁽¹⁾ ⁽³⁾ ⁽⁴⁾	D	
Class A Common	01/11/2019		S	9,437	D \$ 256,834 ⁽¹⁾ 147.37	D	

Stock	(3)	(5)		
Class A				
Common			151,869	(6) I by GRAT
Stock				

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 number.

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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 69.81 (7)	01/11/2019		M		30,095 (8)		(9)	07/25/2020	Class A Common Stock	30,095 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GELSINGER PATRICK P 3401 HILLVIEW AVENUE PALO ALTO, CA 94304	X		Chief Executive Officer	

Signatures

Larry Wainblat,
attorney-in-fact

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) Reflects equitable adjustment to the number of unvested RSUs as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the number of unvested RSUs was multiplied by a conversion factor of 1.2038.

Edgar Filing: GELSINGER PATRICK P - Form 4

- (2) Price represents weighted average for sales reported. The range of prices for the sales reported is \$144.98 through \$145.96.
- (3) The reporting person will provide upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$145.98 through \$146.97.
- (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$146.98 through \$147.90.
- (6) The shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on December 31, 2018.
- (7) Reflects equitable adjustment to the option exercise price as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the exercise price was multiplied by a conversion factor of 0.8307.
- (8) Reflects equitable adjustment to the number of outstanding options as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the number of outstanding option shares was multiplied by a conversion factor of 1.2038.
- (9) The option is fully vested.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.