

Kryslar P. Kevan  
Form 4  
April 05, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kryslar P. Kevan

(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)  
04/03/2019

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 \_\_\_\_\_ Other (specify  
below) below)

Sr. Vice President, CAO

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                                                                                         |                                                          |                                                       |
| Class A Common Stock            | 04/03/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 3,800  | D          | \$ 184.86<br><u>(2) (3)</u>                                                                   | 0                                                        | D                                                     |
| Class A Common Stock            | 04/03/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 4,749  | D          | \$ 185.78<br><u>(2) (4)</u>                                                                   | 0                                                        | D                                                     |
| Class A Common Stock            | 04/04/2019                           |                                                    | M                              |                                                                   | 547    | A          | \$ 71.71                                                                                      | 0                                                        | D                                                     |
| Class A Common                  | 04/04/2019                           |                                                    | S                              |                                                                   | 3,444  | D          | \$ 40,063 <sup>(6)</sup><br>180.75                                                            |                                                          | D                                                     |

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Stock

(2) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------|---------------------------------------------------------------------|--------------------|----------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)        | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Stock Option<br>(right-to-buy)                      | \$ 71.71<br>(7)                                                    | 04/04/2019                              |                                                             | M                                    |                                                                                                                    |                                                                | 547<br>(8) | (9)                                                                 | 11/14/2021         | Class A<br>Common<br>Stock | 547 (8)                                |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|-----------------------------------------------------------------|----------------------------------|
|                                                                 | Director 10% Owner Officer Other |
| Kryslar P. Kevan<br>3401 HILLVIEW AVENUE<br>PALO ALTO, CA 94304 | Sr. Vice President, CAO          |

## Signatures

Larry Wainblat,  
attorney-in-fact 04/05/2019

\_\_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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) 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.

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- (3) Price represents weighted average for sales reported. The range of prices for the sales reported is \$184.26 through \$185.24.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$185.27 through \$186.20.
- (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$180.74 through \$180.90.
- (6) 71 shares were acquired under the VMware, Inc. Employee Stock Purchase Plan on February 28, 2019.
- (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.

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.