

GELSINGER PATRICK P  
 Form 4  
 July 19, 2018

**FORM 4**

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

OMB APPROVAL

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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

(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)  
**07/17/2018**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	07/17/2018		G	V	4,513	D	\$ 0 433,665 D
Class A Common Stock	07/18/2018		G	V	14,572	D	\$ 0 419,093 D

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

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**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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Dell Technologies Class V common stock	<u>(1)</u>	07/18/2018		G V	27,860	<u>(1)</u> <u>(1)</u>	see footnote (1)	27,860
Dell Technologies Class V common stock	<u>(1)</u>	07/19/2018		S	20,645	<u>(1)</u> <u>(1)</u>	see footnote (1)	20,645

## 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  
Date: 07/19/2018

\_\_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) Dell Technologies Inc. ("DT") Class V common stock is intended to track and reflect the economic performance of the Class V Group of DT, which has attributed to it the economic value of a portion of DT's controlling interest in VMware. Accordingly, the Class V stock may be considered a derivative security relating to VMware Class A common stock or an equity security relating to VMware. The filing of this Form 4 shall not be deemed an admission that the Class V stock is a derivative security relating to VMware Class A common stock or an equity security relating to VMware for purposes of Section 16 of the Securities Exchange Act of 1934.
- (2) These shares were held in a limited liability company ("LLC") established for the benefit of the reporting person's children. The reporting person's spouse is manager of the LLC. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person was the beneficial owner of these securities for purposes of Section 16 or for any other

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purpose.

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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