PEEK MARK S

Form 4

November 17, 2010

FORM 4

OMB APPROVAL

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Form filed by More than One Reporting

Person

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

PEEK MARK S			2. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [VMW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approach)			
3401 HILLV	IEW AVE		(Month/Day/Year) 11/15/2010	Director 10% OwnerX Officer (give title Other (specify below) Chief Financial Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			

PALO ALTO, CA 94304

(City)	(State)	(Zip) 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock	11/15/2010		Code V M	Amount 52,306	(D)	Price \$ 23	(Instr. 3 and 4) 0	D		
Class A Common Stock	11/15/2010		S	42,141	D	\$ 78.71 (1) (3) (4)	0	D		
Class A Common Stock	11/15/2010		S	8,965	D	\$ 79.52 (1) (3) (5)	0	D		

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Class A Common Stock	11/15/2010	S	1,200	D	\$ 81.07 (1) (3) (6)	0	D
Class A Common Stock	11/16/2010	A	49,103	A	\$ 0	93,279	D

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 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. Transactic Code (Instr. 8)	onDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23	11/15/2010		M		52,306 (1)	(2)	06/08/2013	Class A Common Stock	52,306

Chief Financial Officer

Reporting Owners

Reporting Owner Name / Address	porting Owner Name / Address				
	Director	10% Owner	Officer	Other	

PEEK MARK S

3401 HILLVIEW AVE PALO ALTO, CA 94304

Signatures

Larry Wainblat, attorney-in-fact 11/17/2010

**Signature of Reporting Person Date

Reporting Owners 2

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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) Transactions indicated were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The option, representing a right to purchase a total of 250,000 shares of Class A common stock, became exercisable one-quarter of the shares on June 8, 2008 and vests in 36 equal monthly installments as to the remaining shares until fully exercisable on June 8, 2011.
- (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 \$78.14 through \$79.10.
- (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$79.15 through \$80.11.
- (6) Price represents weighted average for sales reported. The range of prices for the sales reported is \$81.04 through \$81.14.

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.