

Eschenbach Carl M.  
Form 4  
July 28, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Eschenbach Carl M.

(Last) (First) (Middle)  
3401 HILLVIEW AVE.  
(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)  
07/24/2008

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 below) \_\_\_ Other (specify below)  
EVP Worldwide Field Operations

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Clommon Stock	07/24/2008		M		25,000 A \$ 23 0	D	
Class A Clommon Stock	07/24/2008		S		5,000 D \$ 35.75 0	D	
Class A Clommon Stock	07/24/2008		S		5,100 D \$ 35.7 0	D	
Class A Clommon	07/24/2008		S		10,000 D \$ 35.6 0	D	

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Stock								
Class A Clommon Stock	07/24/2008	S	1,066	D	\$ 35.62	0		D
Class A Clommon Stock	07/24/2008	S	3,834	D	\$ 35.55	25,645 <sup>(1)</sup>		D
Class A Clommon Stock	07/28/2008	M	25,000	A	\$ 23	0		D
Class A Clommon Stock	07/28/2008	S	200	D	\$ 33.19	0		D
Class A Clommon Stock	07/28/2008	S	3,600	D	\$ 33.2	0		D
Class A Clommon Stock	07/28/2008	S	700	D	\$ 33.21	0		D
Class A Clommon Stock	07/28/2008	S	200	D	\$ 33.22	0		D
Class A Clommon Stock	07/28/2008	S	200	D	\$ 33.23	0		D
Class A Clommon Stock	07/28/2008	S	8,900	D	\$ 33.25	0		D
Class A Clommon Stock	07/28/2008	S	400	D	\$ 33.26	0		D
Class A Clommon Stock	07/28/2008	S	300	D	\$ 33.27	0		D
Class A Clommon Stock	07/28/2008	S	200	D	\$ 33.28	0		D
Class A Clommon Stock	07/28/2008	S	9,600	D	\$ 33.3	0		D
Class A Clommon Stock	07/28/2008	S	500	D	\$ 33.31	0		D

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Class A Clommon Stock	07/28/2008	S	100	D	\$ 33.32	0	D
Class A Clommon Stock	07/28/2008	S	100	D	\$ 33.33	25,645 <sup>(1)</sup>	D

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.**

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(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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23	07/24/2008		M	25,000	06/08/2008 06/08/2013	Class A Common Stock 25,000
Employee Stock Option (right to buy)	\$ 23	07/28/2008		M	25,000	06/08/2008 06/08/2013	Class A Common Stock 25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eschenbach Carl M. 3401 HILLVIEW AVE. PALO ALTO, CA 94304			EVP Worldwide Field Operations	

## Signatures

/s/ Rashmi Garde,  
attorney-in-fact

07/28/2008

\_\_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) Includes 163 shares acquired under the VMware, Inc. 2007 Employee Stock Purchase Plan in June 2008.

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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