

Eschenbach Carl M.
Form 4
July 28, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Eschenbach Carl M.

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)

3401 HILLVIEW AVE.

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2008

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

EVP Worldwide Field Operations

(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
____ Form filed by More than 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 (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 Clommon Stock	07/24/2008		M		25,000	A	\$ 23 0
Class A Clommon Stock	07/24/2008		S		5,000	D	\$ 35.75 0
Class A Clommon Stock	07/24/2008		S		5,100	D	\$ 35.7 0
Class A Clommon	07/24/2008		S		10,000	D	\$ 35.6 0

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Stock

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

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

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

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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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