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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Raghuram Rangarajan (Raghu)

2. Issuer Name and Ticker or Trading Symbol

VMWARE, INC. [ VMW ]

5. Relationship of Reporting Person(s) to Issuer

_____ Director

_____ 10% Owner

X Officer (give title below)  Other (specify below)

COO, Products & Cloud Services

3. Date of Earliest Transaction (MM/DD/YYYY)

3/17/2021

6. Individual or Joint/Group Filing

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount of Securities Acquired or Disposed of</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>3/17/2021</td>
<td>A</td>
<td>52244 (A) or 248747 (D)</td>
<td>D</td>
<td>V</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td>62500</td>
<td>I</td>
<td>by GRAT</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired or Disposed of</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Ownership Form of Derivative Security</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
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Explanation of Responses:

(1) Amount determined upon satisfaction of performance criteria of previously awarded performance stock unit awards.

(2) 73 shares were acquired under the VMware, Inc. Employee Stock Purchase Plan on February 28, 2021.

 Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Raghuram Rangarajan (Raghu)</td>
<td>Director</td>
</tr>
<tr>
<td>3401 HILLVIEW AVENUE PAO ALTO, CA 94304</td>
<td>10% Owner</td>
</tr>
<tr>
<td></td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Other</td>
</tr>
</tbody>
</table>

| COO, Products & Cloud Services |

Signatures

/s/ Larry Wainblat, attorney-in-fact  3/19/2021

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.