

**FORM 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 -

Munk James Andrew  
(Last) (First) (Middle)  
3401 HILLVIEW AVENUE  
PALO ALTO, CA 94303

2. Issuer Name and Ticker or Trading Symbol

VMWARE, INC. [ VMW ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

[ ] Director  [ ] 10% Owner  
X Officer (give title below)  [ ] Other (specify below)

Vice President and CAO

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

5/1/2021

4. If Amendment, Date Original Filed

6. Individual or Joint/Group Filing

(Check Applicable Line)

[ ] Form filed by One Reporting Person  
X 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>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code</th>
<th>4. Securities Acquired (A) or Disposed of (D)</th>
<th>4A. Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>5/1/2021</td>
<td>F</td>
<td></td>
<td></td>
<td>432 D (1)</td>
<td>$160.83</td>
<td>D</td>
<td></td>
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<td></td>
<td></td>
<td>13790 (2)</td>
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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**Explanation of Responses:**

(1) Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded restricted stock units.

(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>Munk James Andrew</td>
<td>Director 10% Owner Officer Vice President and CAO</td>
</tr>
</tbody>
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<table>
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<tr>
<th>Signatures</th>
<th>5/4/2021</th>
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</thead>
<tbody>
<tr>
<td>/s/ Larry Wainblat, attorney-in-fact</td>
<td>Date</td>
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</tbody>
</table>

**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.