

FORM 4

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

OMB APPROVAL
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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * DELL MICHAEL S (Last) (First) (Middle) ONE DELL WAY (Street) ROUND ROCK, TX 78682 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [VMW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/1/2021</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	3A. Deemed Execution Date, if any	3. Trans. 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 Common Stock	11/1/2021		M	(1)	140932488	A	(1)	155005746 (2)	D	
Class A Common Stock	11/1/2021		M	(1)	12976463	A	(1)	14272269 (2)	I	By Susan Lieberman Dell Separate Property Trust (3)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(4)	11/1/2021		M	(1)		140932488	(4)	(4)	Class A Common Stock	140932488	\$0	0	D	
Class B Common Stock	(4)	11/1/2021		M	(1)		12976463	(4)	(4)	Class A Common Stock	12976463	\$0	0	I	By Susan Lieberman Dell Separate Property Trust (3)

Explanation of Responses:

- (1) Reflects the conversion of shares of Class B Common Stock of VMware, Inc. (the "Issuer") into an equal number of shares of Class A Common Stock of the Issuer in connection with the pro rata distribution by Dell Technologies Inc. ("Dell Technologies") of all of the shares of Class A Common Stock and Class B Common Stock of the Issuer which it owned to its stockholders (the "Distribution"). Immediately following, and automatically as a result of, the Distribution, and prior to receipt thereof by Dell Technologies' stockholders, each share of Class B Common Stock converted into one share of Class A Common Stock (the "Conversion").
- (2) Reflects aggregate number of shares of Class A Common Stock received upon the Conversion and additional shares of Class A Common Stock received in the Distribution. The reporting person's receipt of Class A Common Stock and Class B Common Stock in connection with the Distribution was exempt from Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") pursuant to Rules 16a-9(a) and 16a-13.
- (3) Reflects securities held by Susan Lieberman Dell Separate Property Trust. The reporting person disclaims beneficial ownership of all shares owned by Susan Lieberman Dell Separate Property Trust for purposes of Rule 16a-1(a)(1) and (2) under the Exchange Act, and neither the filing of this statement nor anything herein shall be deemed an admission that he is, for purposes of Section 16 of the Exchange Act or for any other purpose, the beneficial owner of any of such shares.
- (4) Each share of Class B Common Stock was convertible into one share of Class A Common Stock of the Issuer at any time, upon the election of the holder.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELL MICHAEL S ONE DELL WAY ROUND ROCK, TX 78682	X	X		

Signatures

/s/ Robert Potts, Attorney-in-Fact

11/2/2021

**Signature of Reporting Person

Date

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.