

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

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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 -*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
POONEN SANJAY		VMWARE, INC. [VMW]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) COO, Customer Operations	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
3401 HILLVIEW AVENUE		9/4/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
PALO ALTO, CA 94304				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. 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	9/4/2020		M		12000	A	\$80.25	240589 (1)	D	
Class A Common Stock	9/4/2020		S		807	D	\$136.80 (2)(3)	239782	D	
Class A Common Stock	9/4/2020		S		600	D	\$137.87 (2)(4)	239182	D	
Class A Common Stock	9/4/2020		S		200	D	\$138.49 (2)(5)	238982	D	
Class A Common Stock	9/4/2020		S		1100	D	\$139.84 (2)(6)	237882	D	
Class A Common Stock	9/4/2020		S		4128	D	\$141.10 (2)(7)	233754	D	
Class A Common Stock	9/4/2020		S		2000	D	\$142.33 (2)(8)	231754	D	
Class A Common Stock	9/4/2020		S		3165	D	\$143.14 (2)(9)	228589	D	

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				
Stock Option (right-to-buy)	\$80.25 (10)	9/4/2020		M		12000		(11)	7/24/2021	Class A Common Stock	12000	\$0.00	13384 (12)	D	

Explanation of Responses:

- (1) 73 shares were acquired under the VMware, Inc. Employee Stock Purchase Plan on August 31, 2020.
- (2) The reporting person will provide upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Price represents weighted average for sales reported. The range of prices for the sales reported is \$136.15 through \$137.14.
- (4) Price represents weighted average for sales reported. The range of prices for the sales reported is \$137.38 through \$138.37.
- (5) Price represents weighted average for sales reported. The range of prices for the sales reported is \$138.38 through \$138.59.
- (6) Price represents weighted average for sales reported. The range of prices for the sales reported is \$139.46 through \$140.44.
- (7) Price represents weighted average for sales reported. The range of prices for the sales reported is \$140.55 through \$141.46.
- (8) Price represents weighted average for sales reported. The range of prices for the sales reported is \$141.88 through \$142.67.
- (9) Price represents weighted average for sales reported. The range of prices for the sales reported is \$143.02 through \$143.28.
- (10) Reflects equitable adjustment to the option exercise price as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the exercise price was multiplied by a conversion factor of 0.8307.
- (11) The option is fully vested.

(12) Reflects equitable adjustment to the number of outstanding options as of December 28, 2018 in connection with VMware's special cash dividend. Pursuant to the adjustment, the number of outstanding option shares was multiplied by a conversion factor of 1.2038.

Remarks:

The transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POONEN SANJAY 3401 HILLVIEW AVENUE PALO ALTO, CA 94304			COO, Customer Operations	

Signatures

/s/ Larry Wainblat, attorney-in-fact

9/9/2020

**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.

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