

FORM 4

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

OMB APPROVAL
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[X] 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
DELL INC			VMWARE, INC. [VMW]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
ONE DELL WAY			11/1/2021					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
ROUND ROCK, TX 78682						<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	11/1/2021		J ⁽¹⁾		30678605	D	\$0	0	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				
Class B Common Stock	(2)	11/1/2021		J ⁽²⁾		307221836		(2)	(2)	Class A Common Stock	307221836	(2)	0	D	

Explanation of Responses:

- (1) Reflects a distribution of shares of Class A Common Stock of VMware, Inc. (the "Issuer") by the reporting person to its parent, Denali Intermediate Inc. ("Denali"), which in turn distributed such shares to its parent, Dell Technologies Inc. ("Dell Technologies"). Subsequent to the foregoing, Dell Technologies distributed all of the shares of Class A Common Stock and Class B Common Stock of the Issuer which it owned to its stockholders on a pro rata basis (the "Distribution").
- (2) Reflects a distribution of shares of Class B Common Stock of the Issuer by the reporting person to Denali, which in turn distributed such shares to Dell Technologies. 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. Subsequent to the foregoing, as described in footnote 1, Dell Technologies distributed all of the shares of Class B Common Stock which it owned in 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 of the Issuer.

Reporting Owners

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

Signatures

Dell Inc. By: /s/ Robert Potts, Senior Vice President & Assistant Secretary

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.

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