

# FORM 4

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

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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)		
<b>Rowe Zane</b>			<b>VMWARE, INC. [ VMW ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer &amp; EVP</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>3401 HILLVIEW AVENUE</b>			<b>4/1/2022</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>PALO ALTO, CA 94304</b>						<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	4/1/2022		F		42190 (1)	D	\$114.21	205214	D	
Class A Common Stock	4/4/2022		S		8608	D	\$114.11 (2)(3)	196606	D	
Class A Common Stock	4/4/2022		S		25564	D	\$114.78 (3)(4)	171042	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				

**Explanation of Responses:**

- Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded performance stock units and restricted stock units.
- Price represents weighted average for sales reported. The range of prices for the sales reported is \$113.41 through \$114.40.
- 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.
- Price represents weighted average for sales reported. The range of prices for the sales reported is \$114.43 through \$115.39.

**Remarks:**

The sales 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
<b>Rowe Zane 3401 HILLVIEW AVENUE PALO ALTO, CA 94304</b>			<b>Chief Financial Officer &amp; EVP</b>	

**Signatures**

/s/ Craig Norris, attorney-in-fact

4/5/2022

\*\*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.

POWER OF ATTORNEY

I, Zane Rowe, appoint each of Craig D. Norris, Amy Fliegelman Olli and Catherine G. Dunwoodie as my attorney-in-fact to:

- (1) execute on my behalf, in my capacity as an officer or director of VMware, Inc. (the "Company"), Forms 144 in accordance with Rule 144 of the Securities Act of 1933 and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (collectively, the "Forms");
- (2) prepare, execute on my behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling any such attorney-in-fact to make electronic filings with the SEC of the Forms;
- (3) perform on my behalf any act necessary or desirable to complete and execute any Form, complete and execute any amendment to a Form and timely file the Forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (4) take any other action related to the Forms that, in his or her opinion, may benefit me or may be legally required of me.

Each attorney-in-fact has the power and authority to appoint a substitute attorney-in-fact, revoke that appointment and determine the form, terms and conditions of any document executed by him or her. I acknowledge that none of the attorneys-in-fact or the Company are assuming any of my responsibilities to comply with Rule 144 of the Securities Act of 1933 or Section 16 of the Securities Exchange Act of 1934. By signing this Power of Attorney, I am ratifying and confirming all actions lawfully taken by an attorney-in-fact in the performance of his or her duties under this Power of Attorney.

As of the date below, any and all prior powers of attorney executed by me related to the Forms are hereby revoked and superseded by this Power of Attorney. This Power of Attorney will remain effective until I am no longer required to file Forms related to my holdings of Company securities, unless I earlier deliver a signed revocation notice to the Company's general counsel. If an attorney-in-fact terminates employment with the Company, this Power of Attorney will be deemed revoked with respect to the departing attorney-in-fact and will remain effective with respect to each other attorney-in-fact remaining employed by the Company until terminated pursuant to the preceding sentence.

I have signed this Power of Attorney on March 9, 2022.

By: /s/ Zane Rowe

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Zane Rowe