

FORM 4

[X] 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**

OMB APPROVAL
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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 * VMW Holdco LLC (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] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/25/2021</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director <u> X </u> 10% Owner ___ Officer (give title below) ___ Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <u> X </u> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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	10/25/2021		J	(1)	24178605	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)	10/25/2021		J	(2)		75821395	(2)	(2)	Class A Common Stock	75821395	(2)	0	D	

Explanation of Responses:

- Reflects a distribution of shares of Class A Common Stock of VMware, Inc. (the "Issuer") by the reporting person to its parent, EMC Corporation ("EMC"), which in turn distributed such shares to Dell Inc. EMC is directly wholly owned by Dell Inc., which in turn is indirectly wholly owned by Dell Technologies Inc. ("Dell Technologies") through its directly held wholly-owned subsidiary Denali Intermediate Inc. ("Denali"). Dell Inc. intends to effect an indirect distribution of such shares of Class A Common Stock through Denali to Dell Technologies, which intends to distribute to its stockholders on a pro rata basis (the "Distribution") all of the shares of Class A Common Stock and Class B Common Stock of the Issuer which it owns.
- Reflects a distribution of shares of Class B Common Stock of the Issuer by the reporting person to EMC, which in turn distributed such shares to Dell Inc. Each share of Class B Common Stock is convertible into one share of Class A Common Stock of the Issuer at any time, upon the election of the holder. Dell Inc. intends to effect an indirect distribution of such shares of Class B Common Stock through Denali to Dell Technologies in connection with the Distribution. As described in footnote 1, Dell Technologies intends to distribute all of the shares of Class B Common Stock which it owns 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 will be converted into one share of Class A Common Stock of the Issuer.

Reporting Owners

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

Signatures

VMW Holdco LLC By: /s/ Robert Potts, Senior Vice President & Assistant Secretary

10/27/2021

**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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