FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGES	IN BENEFICIAL	OWNERSHIP

l	OMB APPROVAL								
l	OMB Number:	3235-0287							
l	Estimated average b	ourden							
ĺ	1.								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

tion 1(b).					Secti	ion 30(h)	of the I				ge Act		+		1-			
Name and Address of Reporting Person*  Dell Technologies Inc				2. 19	2. Issuer Name and Ticker or Trading Symbol  VMWARE, INC. [ VMW ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner					
ast) (First) (Middle) NE DELL WAY				3. Date of Earliest Transaction (Month/Day/Year) 09/11/2017								Officer (give title Other (specify below) below)						
Street) ROUND ROCK TX 78682 (City) (State) (Zip)			4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting Person						
	(State)	,	on-Deriv	ative	Se	curitie	es Aci	nuired	Dis	nosed o	f or	Rene	ficia	lly Own	-d			
1. Title of Security (Instr. 3) 2. Transac Date				ction	tion 2A. Deemed Execution Date,		3. 4. Securitie Transaction Disposed C Code (Instr. 5)		ies Acquired (A) o		A) or	5. Amo Securit Benefic Owned	unt of ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A (I	) or Price		Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Class A Common Stock 09/11/2					017		S		2,308,80	)7	7 D (1)		31,114,287				See footnote <sup>(2)</sup>	
		Table II												Owned				
e Conversion Date Execu or Exercise (Month/Day/Year) if any		on Date, Trans Code		nsaction of Der Sec Acc (A) Dis of (Instr.		of i		<b>Expiration Date</b>		7. Title and Amount of Securities Underlying Derivative			Derivative Security	derivative Securities Beneficially Owned Following Reported	Owr Forr Dire or Ir (I) (II	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	or Num of	ber					
nd Address	of Reporting P	erson*																
<u>chnolo</u>	gies Inc																	
chnolog	(First)	(M	iddle)															
	ROCK  Security (In Common  2. Conversion Exercise Price of Derivative Security	(First) CLL WAY  ROCK TX  (State)  Security (Instr. 3)  Common Stock  2. Conversion or Exercise Price of Derivative Security  Conversion of Exercise Price of Derivative Security	(First) (Middle) (LL WAY  ROCK TX 78682  (State) (Zip)  Table I - N  Security (Instr. 3)  Common Stock  Table II  2. Conversion or Exercise Price of Derivative Security  Month/Day/Year)  (Month	(First) (Middle)  CLL WAY  ROCK TX 78682  (State) (Zip)  Table I - Non-Derive (Month/Derive (Month/Derive (Month/Derive (P.g., pt.))  Table II - Derivate (e.g., pt.)  Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction (Month/Day/Year)	Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security  Table II - Derivative Security  Common Stock  Table II - Derivative Security  (Month/Day/Year)  Table II - Derivative Security  Code (Month/Day/Year)  Table II - Derivative Security  Code (Month/Day/Year)  Code (Code (Month/Day/Year)	Common Stock  Table II - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (e.g., puts, calls of Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls of Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls of Month/Day/Year)  Common Stock  Table II - Derivative Security (e.g., puts, calls of Month/Day/Year)  Code (Instr. 3)	Common Stock  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)	2. Issuer Name and Tick  WMWARE, INC  (First) (Middle)  CLL WAY  ROCK TX 78682  (State) (Zip)  Table I - Non-Derivative Securities Acque (Month/Day/Year)  Common Stock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants,  Conversion or Exercise Price of Derivative Security  Security  Security  3. Date of Earliest Trans 09/11/2017  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  Common Stock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants,  1. Transaction Date (Month/Day/Year)  Conversion or Exercise Price of Derivative Security  Security  Security  Code (Instr. 3, 4 and 5)  Code V (A) (D)	Common Stock  Table II - Derivative Securities Acquired (B.g., puts, calls, warrants, option of Exercise Price of Derivative Security  2. Issuer Name and Ticker or Trave VMWARE, INC. [VMWARE, INC. [	Conversion or Exercise of Person or Exercise of Perivative Security (Month/Day/Year)   Code   V   Code   Code	Address of Reporting Person*  Chnologies Inc  (First) (Middle)  CLL WAY  CROCK TX 78682  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year) (Month/Day/Year)  Common Stock  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Common Stock  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Conversion or Exercise Price of Date (Month/Day/Year)  Conversion Oate (Month/Day/Year)  An Deemed Execution Date, If any (Month/Day/Year)  S 2,308,80  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Code V Amount  Conversion Oate (Month/Day/Year)  Conversion Oate (Month/Day/Year)  Conversion Oate (Month/Day/Year)  Conversion Oate (Month/Day/Year)  Code V (A) (D)  Date Exercisable and Expiration Date (Month/Day/Year)  Code V (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [ VMW ]	Chnologies Inc   Chno	Chnologies Inc   Chnologies Inc	Address of Reporting Person* Chnologies Inc  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (Code V Amount (A) or (D) Price (Gode (Instr. 1))  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Paper)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (D) Price (D) Privative Security (D) Privative	2. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [ VMW ]  (First) (Middle) (First) (Middle) (Middle) (State) (Zip) (Zip) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [VMW]  2. Issuer Name and Ticker or Trading Symbol VMWARE, INC. [VMW]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Internation (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Beneficially Owned Following Reported Transaction (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 4)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction (Month/Day/Year)  4. Transaction (Month/Day/Year)  5. Relationship of Reporting Per (Check all phiceles)  5. A Deemed Execution Date (Month/Day/Year)  6. Date Exercisable and Transaction (Month/Day/Year)  7. Transaction (Month/Day/Year)  8. Price of Derivative Securities Acquired (A) or Date Exercisable and Transaction (Month/Day/Year)  8. Price of Derivative Securities Acquired (Month/Day/Year)  8. Price of Derivative Securities Acquired (Month/Day/Year)  8. Price of Derivative Securities Acquired (Month/	Address of Reporting Person's Chmologies Inc  (First) (Middle)  LL WAY  ROCK TX 78682  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  3. Transaction (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  3. Transaction (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  (Month/Day/Year)

## **Explanation of Responses:**

(State)

(First)

(State)

1. Name and Address of Reporting Person\*

(Zip)

(Middle)

78682

(Zip)

## Remarks:

(City)

(Last)

(Street)

(City)

**EMC CORP** 

ONE DELL WAY

**ROUND ROCK** 

<sup>1.</sup> Under the terms of a stock purchase agreement, dated as of March 29, 2017, as supplemented by purchase commitment supplement no. 2, dated as of August 23, 2017, by and among Dell Technologies Inc. (the "Company"), EMC Equity Assets LLC, an indirect wholly-owned subsidiary of the Company, and VMware, Inc., the final price per share will be determined based on the volume-weighted average per share price of the Class A Common Stock as reported on the New York Stock Exchange during a specified reference period, less a discount of 3.5% from that volume-weighted average per share price, and subject to adjustment in certain circumstances as set forth in the stock purchase agreement. The price per share will be set forth in an amendment to this Form 4 report.

<sup>2.</sup> The 2,308,807 shares of Class A Common Stock sold in the reported transaction, which is expected to close on September 14, 2017, were held directly by EMC Equity Assets LLC, a direct wholly-owned subsidiary of EMC Corporation ("EMC"). Of the 31,114,287 shares of Class A Common Stock reported in Column 5 of Table I, (a) EMC is the record holder of 10,149,359 shares, (b) VMW Holdco LLC, a direct wholly-owned subsidiary of EMC, is the record holder of 20,000,000 shares, and (c) EMC Equity Assets LLC is the record holder of 964,928 shares. EMC is directly wholly owned by Dell Inc., which in turn is indirectly wholly owned by the Company through its directly held wholly-owned subsidiary Denali Intermediate Inc.

Dell Technologies Inc. By: /s/

Janet M. Bawcom, Senior Vice 09/13/2017

President & Assistant Secretary

EMC Corporation By: /s/ Janet

M. Bawcom, Senior Vice 09/13/2017

President & Assistant Secretary

\*\* 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 Number.