| Smith S. Da | wn | | | | | | | | | | |
|--|--|-------|------|---|--------------|-----------|--------------|--|---|---------|--|
| Form 4 November 1 | 7. 2011 | | | | | | | | | | |
| | | | | | | | | | OMB APPROVAL | | |
| Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | |
| Check this box if no longer STRATEMENT OF CHANCES IN DENEELCIAL OWNER | | | | | | EDCIUD OF | Expires: | January 31, 2005 | | | |
| subject to Section 16. Form 4 or | | | | IGES IN BENEFICIAL OWN SECURITIES | | | | EKSHIP OF | Estimated a burden hour | urs per | |
| Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations May continue. See Instruction See Instruction 1(b). Form 5 obligations May continue. See Instruction 1(c) See Instruction 1(c) 1 | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| Smith S. Dawn Symbol | | | | er Name and Ticker or Trading ARE, INC. [VMW] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | f Earliest Transaction | | | | (Check all applicable) | | | |
| | | | | Day/Year) | | | | Director 10% Owner X Officer (give title Other (specify below) below) Senior VP and General Counsel | | | |
| | | | | endment, Date Original nth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| PALO ALTO, CA 94304 Form filed by One Reporting Person Form filed by More than One Reporting Person Person | | | | | | | | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | Derivative | Secur | rities Acqu | iired, Disposed of, | or Beneficiall | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | | (A) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| | | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Class A Common Stock | 11/15/2011 | | | F | 2,149 (1) | D | \$ 103.25 | 0 | D | | |
| Class A Common Stock | 11/16/2011 | | | М | 1,875 | A | \$ 45.05 | 0 | D | | |
| Class A Common Stock | 11/16/2011 | | | S | 4,329 | D | \$ 103.05 | 31,310 | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---------|--|--------------------|---|---------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amoun or Number of Shares |
| Employee Stock Option (right-to-buy) | \$ 45.05 | 11/16/2011 | | М | 1,875 | (2) | 10/14/2015 | Class A Common Stock | 1,875 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Smith S. Dawn 3401 HILLVIEW AVENUE PALO ALTO, CA 94304 | | | Senior VP and General Counsel | | | | |
| Signatures | | | | | | | |
| Lowwy Woinhlot | | | | | | | |

Larry Wainblat, 11/17/2011 attorney-in-fact

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Shares withheld by VMware, Inc. to satisfy taxes payable in connection with the vesting of previously awarded restricted stock units.

The option, representing a right to purchase a total of 90,000 shares of Class A Common stock, became exercisable as to one-quarter of (2) the shares on October 14, 2010, and vests in 36 equal monthly installments as to the remaining shares until fully exercisable on October 14, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.