

VMWARE, INC.
Form 4
December 02, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
INTEL CORP

2. Issuer Name and Ticker or Trading Symbol
VMWARE, INC. [CLWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2200 MISSION COLLEGE
BLVD., RNB4-151

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
SANTA CLARA, CA 95054

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| CLASS A COMMON STOCK | 11/28/2008 | | C | V Amount 9,905,732 (1) A (2) | 36,666,666 (1) | I | Through wholly-owned subsidiaries (3) |
| CLASS A COMMON STOCK | 11/28/2008 | | D | V Amount 36,666,666 (1) D (1) 0 | 0 | D | |

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

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SEC 1474 (9-02)

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. Transaction 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 (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| CLASS B COMMON STOCK | (4) | 11/28/2008 | | C | 9,905,732 (1) | 08/08/1988 | 08/08/1988 | Class B Common Stock |
| WARRANTS (RIGHT TO ACQUIRE CLASS A COMMON STOCK) | (4) | 11/28/2008 | | D | 93,333 | 11/28/2008 | 02/16/2011 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INTEL CORP 2200 MISSION COLLEGE BLVD. RNB4-151 SANTA CLARA, CA 95054 | X | X | | |

Signatures

Arvind Sodhani, Executive Vice President; President, Intel Capital 12/02/2008

__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) Capitalized terms used in this footnote and not otherwise defined in this Form 4, shall have the meanings set for in the Schedule 13D filed by Intel on May 19, 2008 (the "Schedule 13D"). On November 28, 2008, the Merger was completed. Pursuant to the Agreements, and in connection with the Merger: (i) 9,905,732 shares of Clearwire Class B Common Stock beneficially owned by the Reporting Person were converted into 9,905,732 shares of Common Stock prior to completion of the Merger; and (ii) following such conversion, Clearwire merged with and into a wholly-owned subsidiary of Newco, as a result of which 36,759,999 shares of Common Stock beneficially owned by the Reporting Person (including warrants exercisable for 93,333 shares of Class A Common Stock held by Middlefield Ventures, Inc., a wholly-owned subsidiary of the Reporting Person) were cancelled and converted into the right to receive 36,759,999 shares of Newco Class A Common Stock (including warrants exercisable for 93,333 shares of Newco Class A Capitalized terms used in this footnote and not otherwise defined in this Form 4, shall have the meanings set for in the Schedule 13D filed by Intel on May 19, 2008 (the "Schedule 13D"). On November 28, 2008, the Merger was completed. Pursuant to the Agreements, and in connection with the Merger: (i) 9,905,732 shares of Clearwire Class B Common Stock beneficially owned by the Reporting Person were converted into 9,905,732 shares of

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Common Stock prior to completion of the Merger; and (ii) following such conversion, Clearwire merged with and into a wholly-owned subsidiary of Newco, as a result of which 36,759,999 shares of Common Stock beneficially owned by the Reporting Person (including warrants exercisable for 93,333 shares of Class A Common Stock held by Middlefield Ventures, Inc., a wholly-owned subsidiary of the Reporting Person) were cancelled and converted into the right to receive 36,759,999 shares of Newco Class A Common Stock (including warrants exercisable for 93,333 shares of Newco Class A Common Stock).

- (2) Shares acquired upon conversion of Class B Common Stock.
- (3) These shares are owned directly by Intel Capital Corporation and Intel Capital (Cayman) Corporation, both of which are wholly-owned subsidiaries of Intel Corporation. Intel Corporation is an indirect beneficial owner of the reported securities.
- (4) Security converts to common stock on a one-for-one basis.
- (5) These shares are owned directly by Intel Capital Corporation, a wholly-owned subsidiary of Intel Corporation. Intel Corporation is an indirect beneficial owner of the reported securities.
- (6) The starting exercise price of these warrants is \$5.00, subject to adjustment as set forth in the form of warrant.
- (7) These warrants are owned directly by Middlefield Ventures, Inc., a wholly-owned subsidiary of Intel Corporation. Intel Corporation is an indirect beneficial owner of the reported securities.

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.