

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

VMware, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

268648102
(CUSIP Number)

D. Bruce Sewell
Senior Vice President and General Counsel
Cary I. Klafter
Corporate Secretary
Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95052
(408) 765-8080

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 7, 2008
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g)), check the following box ☐.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
(Page 1 of 6 Pages)

1	NAMES OF REPORTING PERSONS INTEL CORPORATION I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 94-1672743	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 7,110,874
	8	SHARED VOTING POWER: 0
	9	SOLE DISPOSITIVE POWER: 7,110,874
	10	SHARED DISPOSITIVE POWER: 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 7,110,874	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 7.94%*	
14	TYPE OF REPORTING PERSON: CO	

* The calculation of the percentage is based on 89,602,066 shares of Class A Common Stock issued and outstanding on October 29, 2008, as reported in the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2008.

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 amends and supplements that certain Schedule 13D filed on September 4, 2008, as amended by Amendment No. 1 filed on November 13, 2008 (the "Schedule 13D"), by Intel Corporation, a Delaware corporation (the "Reporting Person"), relating to the Class A Common Stock, par value \$0.01 per share (the "Common Stock"), of VMware, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 shall have the meanings set forth in the Schedule 13D. Except as specifically set forth herein, the Schedule 13D remains unmodified.

This Amendment No. 2 is being filed while the Reporting Person is in the process of verifying information required herein from their respective directors and executive officers. If the Reporting Person obtains information concerning such individuals which would cause a material change in the disclosure contained herein, an amendment to this statement will be filed that will disclose such change.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended to add the following information:

Sale of Common Stock in the Open Market

Between November 4, 2008 and November 12, 2008, Intel Capital, the Reporting Person's wholly-owned subsidiary, sold an aggregate of 1,389,126 shares of the Common Stock in the open market, for a total price of \$38,467,020.12 million, at the per share price ranging from \$23.86 to \$31.40.

Other Plans or Proposals

Other than the plan to sell up to 3,750,000 shares of the Common Stock disclosed in Amendment No. 1 to the Schedule 13D filed on November 3, 2008, Intel Capital does not have any other plans or proposals relating to the Common Stock. Pursuant to this plan, between November 4, 2008 and November 12, 2008, Intel Capital sold an aggregate of 1,389,126 shares of the Common Stock in the open market. Intel Capital currently holds 7,110,874 shares of the Common Stock.

Item 5. Interest in Securities of the Issuer.

The first paragraph appearing after subsection (e) of Item 5 of the Schedule 13D is hereby amended and restated in its entirety by the following:

* The Reporting Person does not directly own the Common Stock of the Company. By reason of the provisions of Rule 13d-3 under the Securities Exchange Act, as amended (the "Act"), the Reporting Person is deemed to own beneficially 7,110,874 shares of the Common Stock that are owned directly by Intel Capital, a wholly-owned subsidiary of the Reporting Person.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 12, 2008

INTEL CORPORATION

By: /s/Arvind Sodhani

Name: Arvind Sodhani

Title: Executive Vice President

Schedule A**DIRECTORS AND EXECUTIVE OFFICERS**

The name, citizenship, business address, and present principal occupation or employment of each of the directors and executive officers of the Reporting Person are as set forth below.

Directors:

<u>Name</u>	<u>Present Principal Occupation or Employment</u>	<u>Present Business Address</u>	<u>Citizenship</u>
Craig R. Barrett	Chairman of the Board	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Paul S. Otellini	President and Chief Executive Officer	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Charlene Barshefsky	Senior International Partner, Wilmer Cutler Pickering Hale & Dorr LLP	1875 Pennsylvania Avenue, NW Washington, DC 20006	U.S.A
Susan L. Decker	President, Yahoo! Inc.	701 First Avenue Sunnyvale, CA 94089	U.S.A
Reed E. Hundt	Principal, Charles Ross Partners, LLC	1909 K Street NW, Suite 820 Washington, DC 20006	U.S.A
James D. Plummer	John M. Fluke Professor of Electrical Engineering; Frederick E. Terman Dean of the School of Engineering, Stanford University	Stanford University Terman 214, Mail Code 4027 Stanford, CA 94305	U.S.A
David S. Pottruck	Chairman and Chief Executive Officer, Red Eagle Ventures, Inc.	One California Street Suite 2630 San Francisco, CA 94111	U.S.A
Jane E. Shaw	Retired Chairman and Chief Executive Officer, Aerogen, Inc.	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
John L. Thornton	Professor and Director of Global Leadership Tsinghua University in Beijing	375 Park Avenue, Suite 1002 New York, NY 10152	U.S.A
David B. Yoffie	Max and Doris Starr Professor of International Business Administration, Harvard Business School	Harvard Business School Morgan Hall 215, Soldiers Field Park Rd. Boston, MA 02163	U.S.A
Carol A. Bartz	Executive Chairman of the Board of Directors of Autodesk, Inc.	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A

Non-Director Executives:

<u>Name</u>	<u>Present Principal Occupation or Employment</u>	<u>Present Business Address</u>	<u>Citizenship</u>
Andy D. Bryant	Executive Vice President Chief Administrative Officer, Finance and Enterprise Services	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Sean M. Maloney	Executive Vice President General Manager, Sales and Marketing Group Chief Sales and Marketing Officer	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
David Perlmutter	Executive Vice President General Manager, Mobility Group	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Arvind Sodhani	Executive Vice President President, Intel Capital	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Robert J. Baker	Senior Vice President General Manager, Technology and Manufacturing Group	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Patrick P. Gelsinger	Senior Vice President General Manager, Digital Enterprise Group	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
William M. Holt	Senior Vice President General Manager, Technology and Manufacturing Group	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
D. Bruce Sewell	Senior Vice President General Counsel	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Stacy J. Smith	Vice President Chief Financial Officer	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A
Thomas M. Kilroy	Vice President General Manager, Digital Enterprise Group	2200 Mission College Blvd. Santa Clara, CA 95052	U.S.A