

VERITAS SOFTWARE CORP /DE/
Form 4
July 08, 2005

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 *
BROWN MICHAEL A/CA

2. Issuer Name and Ticker or Trading Symbol
VERITAS SOFTWARE CORP /DE/
[VRTS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
350 ELLIS STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2005

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

MOUNTAIN VIEW, CA 94043
(City) (State) (Zip)

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | (D) | Price |

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.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
|---|------------------------------------|------------------|--------------------|---|---|---------|-----|---------------------|--------------------|-----------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 18.08 | 07/02/2005 | D ⁽¹⁾ | V | | 40,000 | | ⁽²⁾ | 08/25/2014 | Common Stock | 4 |
| Non-Qualified Stock Option (right to buy) | \$ 17.42 | 07/02/2005 | D ⁽¹⁾ | V | | 100,000 | | ⁽³⁾ | 03/19/2013 | Common Stock | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 25.49 | 07/02/2005 | D ⁽¹⁾ | V | | 10,000 | | ⁽⁴⁾ | 05/13/2013 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN MICHAEL A/CA 350 ELLIS STREET MOUNTAIN VIEW, CA 94043 | | X | | |

Signatures

| | |
|--|---------------------|
| Edward F. Malysz as attorney-in-fact for Michael Brown | 07/08/2005 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Exempt transaction pursuant to Rule 16b-3(e) of the Exchange Act of 1934, as amended.
Option, which was subject to 100% acceleration of all unvested shares on the effective date of the Issuer's merger with Symantec Corporation, was assumed by Symantec Corporation and replaced with an option to acquire 44,968 shares of Symantec Corporation stock having an exercise price of \$16.0825 per share.
- (3) Option, which was subject to 100% acceleration of all unvested shares on the effective date of the Issuer's merger with Symantec Corporation, was assumed by Symantec Corporation and replaced with an option to acquire 112,420 shares of Symantec Corporation stock having an exercise price of \$15.4955 per share.
- (4) Option, which was subject to 100% acceleration of all unvested shares on the effective date of the Issuer's merger with Symantec Corporation, was assumed by Symantec Corporation and replaced with an option to acquire 11,242 shares of Symantec Corporation stock having an exercise price of \$22.6739 per share.

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.