

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 *
SQUIRE GEOFFREY W

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 07/02/2005 | | D ⁽¹⁾ | V 75,500 D | 75,500 | 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)

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| 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 Amount of Underlying Security (Instr. 3 and 4) | 8. Date Exercisable | 9. Expiration Date | 10. Title | 11. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|--------------------|--------------|--------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 16.26 | 07/02/2005 | | D ⁽³⁾ | V (A) 14,375 (D) | <u>(4)</u> | 11/19/2012 | | | Common Stock | 14,375 |
| Non-Qualified Stock Option (right to buy) | \$ 18.08 | 07/02/2005 | | D ⁽³⁾ | V (A) 25,000 (D) | <u>(5)</u> | 08/25/2014 | | | Common Stock | 25,000 |
| Non-Qualified Stock Option (right to buy) | \$ 25.49 | 07/02/2005 | | D ⁽³⁾ | V (A) 25,000 (D) | <u>(6)</u> | 05/13/2013 | | | Common Stock | 25,000 |
| Non-Qualified Stock Option (right to buy) | \$ 28.72 | 07/02/2005 | | D ⁽³⁾ | V (A) 250,000 (D) | <u>(7)</u> | 08/31/2011 | | | Common Stock | 250,000 |
| Non-Qualified Stock Option (right to buy) | \$ 39.45 | 07/02/2005 | | D ⁽³⁾ | V (A) 35,000 (D) | <u>(8)</u> | 04/04/2011 | | | Common Stock | 35,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SQUIRE GEOFFREY W 350 ELLIS STREET MOUNTAIN VIEW, CA 94043 | | | X | |

Signatures

Edward F. Malysz, as attorney-in-fact for Geoffrey W. Squire
 07/08/2005
 **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) Exempt transaction pursuant to Rule 16b-3(e) of the Exchange Act of 1934, as amended.
- (2) Shares were disposed of pursuant to merger agreement with Symantec Corporation in exchange for shares of Symantec Corporation common stock based on an exchange ratio of 1.1242 and having a value of \$21.22 per share on the effective date of merger.
- (3) Exempt transaction pursuant to Rule 16b-3(e) of the Exchange Act of 1934, as amended.

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- 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 16,160 shares of Symantec Corporation stock having an exercise price of \$14.4636 per share.
- 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 28,105 shares of Symantec Corporation stock having an exercise price of \$16.0825 per share.
- 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 28,105 shares of Symantec Corporation stock having an exercise price of \$22.6739 per share.
- 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 281,049 shares of Symantec Corporation stock having an exercise price of \$25.5471 per share.
- 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 39,347 shares of Symantec Corporation stock having an exercise price of \$35.0916 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.

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