

VERISIGN INC/CA
Form 5
February 14, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
EVAN DANA L

(Last) (First) (Middle)

487 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VERISIGN INC/CA [VRSN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President & CFO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 12/30/2005 | ^ | F4 ⁽¹⁾ | 11,714 D \$ 21.9 | 69,316 | I | by Evan1991 LvgTrust ⁽²⁾ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 10,162 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 18,242 | I | by TDC&R Inv LP ⁽³⁾ |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (right to buy) | \$ 151.25 | Â | Â | Â | Â | 08/01/2001 ⁽⁴⁾ 08/01/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.08 | Â | Â | Â | Â | 05/24/2003 ⁽⁵⁾ 05/24/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 12.88 | Â | Â | Â | Â | 11/11/2003 ⁽⁶⁾ 08/11/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 22.71 | Â | Â | Â | Â | 02/21/2003 ⁽⁵⁾ 02/21/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.4 | Â | Â | Â | Â | 08/02/2006 ⁽⁷⁾ 08/02/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.53 | Â | Â | Â | Â | 11/03/2005 ⁽⁸⁾ 11/03/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.16 | Â | Â | Â | Â | 09/06/2002 ⁽⁹⁾ 09/06/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.438 | Â | Â | Â | Â | 03/15/2002 ⁽¹⁰⁾ 03/15/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 37.0625 | Â | Â | Â | Â | 07/30/2000 ⁽¹¹⁾ 07/30/2006 | Common Stock |

| | | | | | | | | | |
|---|-----------|---|---|---|---|---|----------------------------|------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 74.188 | Â | Â | Â | Â | Â | 12/29/2001 ⁽¹²⁾ | 12/29/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 151.25 | Â | Â | Â | Â | Â | 08/01/2001 ⁽⁴⁾ | 08/01/2007 | Common Stock |
| Restricted Stock Unit (RSU) | \$ 0 | Â | Â | Â | Â | Â | 08/02/2006 ⁽¹³⁾ | 08/02/2009 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| EVAN DANA L 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | Â | Â | Â | Executive Vice President & CFO |

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Dana L. Evan
Date: 02/14/2006

__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) Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to vesting of restricted stock award.
- (2) Shares held of record by the Evan 1991 Living Trust U/A Dated 10/25/1991 of which Reporting Person and her spouse are co-trustees.
- (3) Shares held by TDC&R Investment LP, a family limited partnership, of which the Reporting Person, her spouse and children are partners.
- (4) Twenty-five percent (25%) of the total options granted on August 1, 2000 vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.
- (5) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (6) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
- (7) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (8) Twenty-five percent (25%) of the total options granted vest and become exercisable one year after the date of grant and thereafter with respect to 6.25% of the shares each quarter until fully vested.
- (9) Fifty percent (50%) of the total options granted on September 6, 2001, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter
- (10) Fifty percent (50%) of the total options granted on March 15, 2001, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter
- (11) Are exercisable as to 6.25% of the shares each quarter after the date of grant.

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- (12) Twenty-five percent (25%) of the total options granted on December 29, 2000, vest and become exercisable 1 year after the option grant date and thereafter with respect to 6.25% of the shares each quarter.

- (13) On 08/02/2005, Reporting Person was awarded restricted stock units (RSUs). Each restricted stock unit represents a contingent right to receive one (1) share of VeriSign common stock once vested. Ten percent (10%) of the total RSUs granted vest and become exercisable on the first anniversary of the date of grant, twenty percent (20%) of the total RSUs granted vest and become exercisable on the second anniversary of the date of grant, thirty percent (30%) of the total RSUs granted vest and become exercisable on the third anniversary of the date of grant, and forty percent (40%) of the total RSUs granted vest and become exercisable on the fourth anniversary of the date of grant.

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Remarks:

Reporting Person's total direct holdings disclosed in Table I, Item 5 under Amount of Securities Be

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