

VERISIGN INC/CA
Form 4
August 03, 2006

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 *
LIN JUDY

(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. Date of Earliest Transaction (Month/Day/Year)
08/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & GM

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		
Common Stock	08/02/2006		M	V	1,000	A	\$ 0 90,565 D
Common Stock	08/02/2006		F(1)	D	357	D	\$ 17.72 90,208 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)

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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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.94	08/01/2006		A	72,000	08/01/2007 ⁽²⁾	08/01/2013	Common Stock
Restricted Stock Unit (RSU)	\$ 0	08/02/2006		M	1,000	08/02/2006 ⁽³⁾	08/02/2009	Common Stock
Restricted Stock Unit (RSU)	\$ 0	08/01/2006		A	8,000	08/01/2007 ⁽⁴⁾	08/01/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 37.0625					07/30/2000 ⁽⁵⁾	07/30/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 151.25					08/01/2001 ⁽⁶⁾	08/01/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.08					05/24/2003 ⁽⁷⁾	05/24/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.46					09/30/2004 ⁽⁸⁾	09/30/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.79					03/15/2002 ⁽⁹⁾	03/15/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.79					09/06/2002 ⁽¹⁰⁾	09/06/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.79					02/21/2003 ⁽¹¹⁾	02/21/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.4					08/02/2006 ⁽¹²⁾	08/02/2012	Common Stock
	\$ 26.53					11/03/2005 ⁽¹³⁾	11/03/2011	

Non-Qualified Stock Option (right to buy)					Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.0625		07/30/2000 ⁽¹⁴⁾	07/30/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 151.25		08/01/2001 ⁽⁶⁾	08/01/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIN JUDY 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			Executive Vice President & GM	

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For:
Judy Lin

08/03/2006

**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) 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.

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.
- (3) On 08/01/2006, Reporting Person was awarded restricted stock units (RSUs). Each RSU represents a contingent right to receive one (1) share of VeriSign common stock once vested. Twenty-five percent (25%) of the grant vests over four years on the anniversary of the date of grant, subject to necessary withholding for applicable taxes.
- (4) 1,010 options are exercisable immediately and 2,698 options vest and become exercisable on July 30, 2003.
- (5) Option to purchase 80,000 shares granted August 1, 2000, will become exercisable as to 25% of the aggregate number of shares granted on 08/01/2001, and as to an additional 6.25% of the aggregate number of shares granted each succeeding quarter thereafter until fully vested.
- (6) 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.
- (7) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
- (8)
- (9)

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This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on March 15, 2002 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.

(10) This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on September 6, 2002 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.

(11) This is an option regrant under the VeriSign Offer to Exchange Outstanding Options to Purchase Common Stock dated November 27, 2002. Twenty-five (25%) percent of the total option vested and became exercisable on February 21, 2003 and vests thereafter with respect to 6.25% of the option each quarter until fully vested.

(12) 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.

(13) 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.

(14) 15,240 options are exercisable immediately and 1,052 options vest and become exercisable on July 30, 2003.

Remarks:

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

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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