

VERISIGN INC/CA
Form 4
November 05, 2004

FORM 4

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

OMB APPROVAL

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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 *
LEWIS RUSSELL S

(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)
11/03/2004

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 & 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 70,000 | 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 26.53 | 11/03/2004 | | A | 50,000 | 11/03/2005 ⁽¹⁾ | 11/03/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.08 | | | | | 05/24/2003 ⁽²⁾ | 05/24/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 12.88 | | | | | 11/11/2003 ⁽³⁾ | 08/11/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 22.71 | | | | | 02/21/2003 ⁽²⁾ | 02/21/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.16 | | | | | 09/06/2002 ⁽⁴⁾ | 09/06/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 34.438 | | | | | 03/15/2002 ⁽⁵⁾ | 03/15/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 189.535 | | | | | 03/21/2001 ⁽⁶⁾ | 03/20/2005 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEWIS RUSSELL S 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | | | Executive Vice President & GM | |

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Russell S. Lewis

11/05/2004

**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) 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.
- (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.
- (3) Are exercisable as to 6.25% of the shares each quarter from the date of grant.
- (4) 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.
With respect to the first grant of 20,000 options, as of November 20, 2001, 20,000 options to purchase shares were immediately exercisable. With respect to the second grant of 20,000 options, 10,000 options to purchase shares vest and become exercisable on March 15, 2002, and thereafter with respect to 6.25% of the remaining options to purchase shares each quarter until fully vested.
- (6) As of March 21, 2001, 23,858 options will vest and become exercisable; on March 21, 2002, 23,857 options will vest and become exercisable; and each of 15,904 options will vest and become exercisable on March 21 in 2003 and 2004, respectively

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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