

VERISIGN INC/CA
Form 3
December 20, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| MCLAUGHLIN MARK D | | (Month/Day/Year) | VERISIGN INC/CA [VRSN] | |
| (Last) | (First) | (Middle) | 12/17/2004 | |
| 487 EAST MIDDLEFIELD ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MOUNTAIN VIEW, CA 94043 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|---------------------------|------------|--------------|--------|------------|---|---|
| Incentive Stock Option (right to buy) | 04/15/2001 ⁽¹⁾ | 04/15/2007 | Common Stock | 3,066 | \$ 97.7969 | D | Â |
| Non-Qualified Stock Option (right to buy) | 05/24/2003 ⁽²⁾ | 05/24/2009 | Common Stock | 18,750 | \$ 10.08 | D | Â |
| Non-Qualified Stock Option (right to buy) | 09/26/2004 ⁽³⁾ | 09/26/2010 | Common Stock | 49,500 | \$ 12.88 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/15/2002 ⁽⁴⁾ | 03/15/2008 | Common Stock | 6,250 | \$ 13.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | 09/06/2002 ⁽⁵⁾ | 09/06/2008 | Common Stock | 25,000 | \$ 13.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | 02/21/2003 ⁽⁶⁾ | 02/21/2009 | Common Stock | 50,000 | \$ 13.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/31/2005 ⁽⁷⁾ | 08/31/2011 | Common Stock | 72,000 | \$ 17.36 | D | Â |
| Non-Qualified Stock Option (right to buy) | 04/15/2001 ⁽¹⁾ | 04/15/2007 | Common Stock | 21,934 | \$ 97.7969 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/01/2001 ⁽¹⁾ | 08/01/2007 | Common Stock | 50,000 | \$ 151.25 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCLAUGHLIN MARK D 487 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 | Â | Â | Â Senior Vice President | Â |

Signatures

By: Donald T Rozak Jr, as attorney-in-fact For: Mark D. McLaughlin

12/20/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Immediately
 - (2) 25% of the options vested and became exercisable on 05/24/03, and thereafter with respect to 6.25% of the shares each quarter from the date of grant.
 - (3) 25% of the options vested and became exercisable on 09/26/04, and thereafter with respect to 6.25% of the shares each quarter from the date of grant.
- 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.

Edgar Filing: VERISIGN INC/CA - Form 3

- 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.
- (5)

- 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.
- (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)

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.