

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	2 75,500

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

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 information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
				Code	V	(A)	(D)	
Non-Qualified Stock Option (right to buy)	\$ 16.26	07/02/2005		D ⁽³⁾	V		14,375	⁽⁴⁾ 11/19/2012 Common Stock 14
Non-Qualified Stock Option (right to buy)	\$ 18.08	07/02/2005		D ⁽³⁾	V		25,000	⁽⁵⁾ 08/25/2014 Common Stock 25
Non-Qualified Stock Option (right to buy)	\$ 25.49	07/02/2005		D ⁽³⁾	V		25,000	⁽⁶⁾ 05/13/2013 Common Stock 25
Non-Qualified Stock Option (right to buy)	\$ 28.72	07/02/2005		D ⁽³⁾	V		250,000	⁽⁷⁾ 08/31/2011 Common Stock 25
Non-Qualified Stock Option (right to buy)	\$ 39.45	07/02/2005		D ⁽³⁾	V		35,000	⁽⁸⁾ 04/04/2011 Common Stock 35

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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