

deSouza Francis A
 Form 4
 May 22, 2013

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 *
 deSouza Francis A

(Last) (First) (Middle)
 350 ELLIS STREET
 (Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SYMANTEC CORP [SYMC]

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2013

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)
 President, Products & Services

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 | 05/20/2013 | | A | | 55,627 (1) | A | \$ 0 |
| | | | | | 285,698 | D | |

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)

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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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance-based Restricted Stock Units | (2) | 05/20/2013 | | A | 19,400 | (2) (2) | Common Stock |
| Performance-based Restricted Stock Units | (3) | 05/20/2013 | | A | 28,000 | (3) (3) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| deSouza Francis A 350 ELLIS STREET MOUNTAIN VIEW, CA 94043 | | | President, Products & Services | |

Signatures

/s/ Simona Katcher, as attorney-in-fact for Francis A. deSouza 05/22/2013

**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) Represents shares that are issuable pursuant to restricted stock units. 25% vests on June 1, 2014 and the remainder vests in three equal annual installments thereafter.
- (2) Represents performance-based restricted stock units (PRUs) originally reported by the reporting person in a Form 4 filed with the Commission on May 2, 2012. The performance criterion measured at the end of the second year of the 3-year performance period under the PRU was exceeded, resulting in an increase in the minimum number of shares eligible to be earned at the end of fiscal 2014 from 19,400 shares to 38,800 shares.
- (3) On May 10, 2012, the Reporting Person was granted performance-based restricted stock units (PRUs), with a target of 50,000 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2013, 0% to 133% of the target shares will be eligible (the "Eligible Shares") to be earned at the end of fiscal 2014 and 2015, based on, and subject to further adjustment as a result of, the achievement of certain other performance criteria (but in no event will the Reporting Person earn less than 50% of the Eligible Shares), provided that the Reporting Person is employed by the Issuer through April 3, 2015. The performance criterion for fiscal 2013 was exceeded, resulting in 56,000 shares becoming Eligible Shares.

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.